## --1. (Twice Amended) A compound of Formula (I):

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$$Q \xrightarrow{Q \xrightarrow{R^5 R^{5a} R^6}} A \xrightarrow{B N} Z$$

or a pharmaceutically acceptable salt thereof, wherein:

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A is O or S;

Q is  $-NR^1R^2$ ;

 $R^1$  is selected from: H and  $Q_1-C_6$  alkyl;

 $\mathbb{R}^2$  is independently selected from H and  $\mathbb{C}_1$ - $\mathbb{C}_6$  alkyl;

 $R^3$  is  $-(CR^7R^{7a})_n-R^4$ ,

 $-(CR^{7}R^{7a})_{n}-S-(CR^{7}R^{7a})_{m}-R^{4}$ ,

 $-(CR^{7}R^{7a})_{n}-O-(CR^{7}R^{7a})_{m}-R^{4}$ ,

 $-\left(\mathsf{CR}^{7}\mathsf{R}^{7\mathtt{a}}\right)_{\mathtt{n}}-\mathsf{N}\left(\mathsf{R}^{7\mathtt{b}}\right)-\left(\mathsf{CR}^{7}\mathsf{R}^{7\mathtt{a}}\right)_{\mathtt{m}}-\mathsf{R}^{4}\,,$ 

 $-\left(\mathsf{CR}^{7}\mathsf{R}^{7\mathtt{a}}\right)_{n} - \mathsf{S}\left(=\mathsf{O}\right) - \left(\mathsf{CR}^{7}\mathsf{R}^{7\mathtt{a}}\right)_{m} - \mathsf{R}^{4}\,,$ 

 $-\left(\mathsf{CR}^{7}\mathsf{R}^{7\mathsf{a}}\right)_{n}\mathsf{-S}\left(\mathsf{=}\mathsf{O}\right){}_{2}\mathsf{-}\left(\mathsf{CR}^{7}\mathsf{R}^{7\mathsf{a}}\right)_{m}\mathsf{-R}^{4},$ 

 $-(CR^{7}R^{7a})_{n}-C(=0)-(CR^{7}R^{7a})_{m}-R^{4}$ ,

 $-(CR^{7}R^{7a})_{n}-N(R^{7b})C(=0)-(CR^{7}R^{7a})_{m}-R^{4}$ ,

 $-(CR^{7}R^{7a})_{n}-C(=0)N(R^{7b})-(CR^{7}R^{7a})_{m}-R^{4}$ 

 $-(CR^{7}R^{7a})_{n}-N(R^{7b})S(=0)_{2}-(CR^{7}R^{7a})_{m}-R^{4}$ , or

 $-\left(\text{CR}^{7}\text{R}^{7\text{a}}\right)_{\text{n}}-\text{S}\left(=\text{O}\right)_{2}\text{N}\left(\text{R}^{7\text{b}}\right)-\left(\text{CR}^{7}\text{R}^{7\text{a}}\right)_{\text{m}}-\text{R}^{4};$ 

n is 0, 1, 2, or 3;

m is 0, 1, 2, or 3;

 $R^{3a}$  is H, OH,  $C_1$ - $C_4$  alkyl,  $C_1$ - $C_4$  alkoxy,  $C_2$ - $C_4$  alkenyloxy;

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 $R^{4}$  is H, OH,  $OR^{14a}$ ,

 $C_1-C_6$  alkyl substituted with 0-3  $R^{4a}$ ,

 $C_2$ - $C_6$  alkenyl substituted with 0-3  $R^{4a}$ ,

 $C_2$ - $C_6$  alkynyl substituted with 0-3  $R^{4a}$ ,

 $extstyle{ extstyle C}_{ extstyle 2} extstyle extstyle C_{ extstyle 10} extstyle extstyle C_{ extstyle 10} extstyle carbocycle substituted with 0-3 R^{4b},$ 

 $C_6$ - $C_{10}$  aryl substituted with 0-3 R<sup>4b</sup>, or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>4b</sup>;

 ${\bf R^{4a}}$ , at each occurrence, is independently selected from H, F, Cl, Br, I, CF3,

 $C_3-C_{10}$  carbocycle substituted with 0-3  $R^{4b}$ ,

 $C_6-C_{10}$  aryl substituted with 0-3  $R^{4b}$ , or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>4b</sup>;

 $R^{4b}$ , at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN,  $NO_2$ ,  $NR^{15}R^{16}$ ,  $CF_3$ , acetyl,  $SCH_3$ ,  $S(=0)CH_3$ ,  $S(=0)_2CH_3$ ,  $C_1-C_6$  alkyl,  $C_1-C_4$  alkoxy,  $C_1-C_4$  haloalkyl,  $C_1-C_4$  haloalkoxy, and  $C_1-C_4$  haloalkyl-S-;

 $R^5$  is H,  $OR^{14}$ ;

 $C_1-C_6$  alkyl substituted with  $\sqrt{0-3}$  R<sup>5b</sup>;

 $C_1$ - $C_6$  alkoxy substituted with  $\sqrt{0-3}$  R<sup>5b</sup>;

 $C_2$ - $C_6$  alkenyl substituted with  $\sqrt{0-3}$  R<sup>5b</sup>;

 $C_2$ - $C_6$  alkynyl substituted with 0-3  $R^{5b}$ ;

 $C_3-C_{10}$  carbocycle substituted with 0-3  $R^{5c}$ ;

 $C_6-C_{10}$  aryl substituted with 0-3  $\mathbb{R}^{5c}$ ; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>5c</sup>;

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 $R^{5a}$  is H, OH,  $C_1$ - $C_4$  alkyl,  $C_1$ - $C_4$  alkoxy,  $C_2$ - $C_4$  alkenyl, or  $C_2$ - $C_4$  alkenyloxy;

 $R^{5b}$ , at each occurrence, is independently selected from: H,  $C_1$ - $C_6$  alkyl,  $CF_3$ ,  $OR^{14}$ , Cl, F, Br, I, =0, CN,  $NO_2$ ,  $NR^{15}R^{16}$ ;

 $C_3-C_{10}$  carbocycle substituted with 0-3  $R^{5c}$ ;

 $C_6-C_{10}$  axyl substituted with 0-3  $R^{5c}$ ; or

- 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with  $0-3~R^{5c}$ ;
- $R^{5c}$ , at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN,  $NO_2$ ,  $NR^{15}R^{16}$ ,  $CF_3$ , acetyl,  $SCH_3$ ,  $S(=0)CH_3$ ,  $S(=0)_2CH_3$ ,  $C_1-C_6$  alkyl,  $C_1-C_4$  alkoxy,  $C_1-C_4$  haloalkyl,  $C_1-C_4$  haloalkoxy, and  $C_1-C_4$  haloalkyl-S-;
- $R^6$  is H;  $C_1-C_6 \text{ alkyl substituted with } 0-3 \ R^{6a};$   $C_3-C_{10} \text{ carbocycle substituted with } 0-3 \ R^{6b}; \text{ or } C_6-C_{10} \text{ aryl substituted with } 0-3 \ R^{6b};$
- $R^{6a}$ , at each occurrence, is independently selected from H,  $C_1$ - $C_6$  alkyl,  $OR^{14}$ , Cl, F, Br, I, =O, CN,  $NO_2$ ,  $NR^{15}R^{16}$ , aryl or  $CF_3$ ;
- $R^{6b}$ , at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN,  $NO_2$ ,  $NR^{15}R^{16}$ ,  $CF_3$ ,  $C_1$ - $C_6$  alkyl,  $C_1$ - $C_4$  alkoxy,  $C_1$ - $C_4$  haloalkyl, and  $C_1$ - $C_4$  haloalkoxy;
  - $R^7$ , at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, CF<sub>3</sub>, phenyl and  $c_1$ -C<sub>4</sub> alkyl;

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 $R^{7a}$ , at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, CF<sub>3</sub>, and C<sub>1</sub>-C<sub>4</sub> alkyl;

 $R^{7b}$  is independently selected from H and  $C_1-C_4$  alkyl;

Ring B is a 7 membered lactam or thiolactam,
wherein the lactam is 2-oxo-azepinyl or thiolactam is 2thioxo-azepinyl;

wherein each additional lactam carbon or thiolactam carbon is substituted with 0-2 R<sup>11</sup>; provided two R<sup>11</sup> substituents are present on adjacent atoms and are combined to form a benzo fused radical; wherein said benzo fused radical is substituted with 0-4 R<sup>13</sup>; and,

wherein the lactam or thiolactam contains a heteroatom selected from -N=, -NH-, and  $-N(R^{10})-$ ;

R<sup>10</sup> is H, C(=0)R<sup>17</sup>, C(=0)OR<sup>17</sup>, C(=0)NR<sup>18</sup>R<sup>19</sup>, S(=0)<sub>2</sub>NR<sup>18</sup>R<sup>19</sup>, S(=0)<sub>2</sub>R<sup>17</sup>;

C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with 0-3 R<sup>10a</sup>;

C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>10b</sup>;

C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>10b</sup>; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>10b</sup>;

- $R^{10a}$ , at each occurrence, is independently selected from H,  $C_1$ - $C_6$  alkyl,  $OR^{14}$ , Cl, F, Br, I, =0, CN,  $NO_2$ ,  $NR^{15}R^{16}$ ,  $CF_3$ , or aryl substituted with 0-4  $R^{10b}$ ;
- $R^{10b}$ , at each occurrence, is independently selected from H, OH,  $C_1$ - $C_6$  alkyl,  $C_1$ - $C_4$  alkoxy, Cl, F, Br, I, CN,  $NO_2$ ,  $NR^{15}R^{16}$ ,  $CF_3$ , acetyl,  $SCH_3$ , S(=O)CH $_3$ ,  $S(=O)_2CH_3$ ,  $C_1$ - $C_6$  alkyl,  $C_1$ - $C_4$  alkoxy,  $C_1$ - $C_4$  haloalkyl,  $C_1$ - $C_4$  haloalkyl-S-;

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R<sup>11</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, Br, I, =0, CN, NO<sub>2</sub>, NR<sup>18</sup>R<sup>19</sup>, C(=0)R<sup>17</sup>, C(=0)OR<sup>17</sup>, C(=0)NR<sup>18</sup>R<sup>19</sup>, S(=0)<sub>2</sub>NR<sup>18</sup>R<sup>19</sup>, CF<sub>3</sub>; C<sub>1</sub> C<sub>6</sub> alkyl optionally substituted with 0-3 R<sup>11a</sup>; C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>11b</sup>; C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>11b</sup>; or 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>11b</sup>;

 $R^{11a}$ , at each occurrence, is independently selected from H,  $C_1$ - $C_6$  alkyl  $OR^{14}$ , Cl, F, Br, I, =0, CN,  $NO_2$ ,  $NR^{15}R^{16}$ ,  $CF_3$ ; phenyl substituted with 0-3  $R^{11b}$ ;

C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-3 R<sup>11b</sup>; and
5 to 6 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 6 membered heterocycle is

substituted with  $0-3\ R^{11b}$ ;

 $R^{11b}$ , at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN,  $NO_2$ ,  $NR^{15}R^{16}$ ,  $CF_3$ , acetyl,  $SCH_3$ ,  $S(=0)CH_3$ ,  $S(=0)_2CH_3$ ,  $C_1-C_6$  alkyl,  $C_1-C_4$  alkoxy,  $C_1-C_4$  haloalkyl,  $C_1-C_4$  haloalkoxy, and  $C_1-C_4$  haloalkyl-S-;

Z is H;

 $C_1-C_8$  alkyl substituted with 1-3  $R^{12}$ ;  $C_2-C_4$  alkenyl substituted with 1-3  $R^{12}$ ;

C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 1-3 R<sup>12</sup>;

 $C_1-C_8$  alkyl substituted with 0-3  $R^{12a}$ 

 $C_2-C_4$  alkenyl substituted with 0-3  $R^{12a}$ ;

 $C_2-C_4$  alkynyl substituted with 0-3  $R^{12a}$ ;

 $C_6-C_{10}$  aryl substituted with 0-4  $R^{12b}$ ;

 $C_3-C_{10}$  carbocycle substituted with 0-4  $R^{12}$ ; or

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heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>12b</sup>;

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- R<sup>12</sup>, at each occurrence, is independently selected from C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>;
  C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-4 R<sup>12b</sup>; or 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>12b</sup>;
- $R^{12a}$ , at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN,  $NO_2$ ,  $NR^{15}R^{16}$ ,  $-C(=0)NR^{15}R^{16}$ ,  $CF_3$ , acetyl,  $SCH_3$ ,  $S(=0)CH_3$ ,  $S(=0)_2CH_3$ ,  $C_1-C_6$  alkyl,  $C_1-C_4$  alkoxy,  $C_1-C_4$  haloalkyl,  $C_1-C_4$  haloalkoxy, or  $C_1-C_4$  haloalkyl-S-;
- R<sup>12b</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=0)CH<sub>3</sub>, S(=0)2CH<sub>3</sub>,  $C_1$ -C<sub>6</sub> alkyl,  $C_1$ -C<sub>4</sub> alkoxy,  $C_1$ -C<sub>4</sub> haloalkyl,  $C_1$ -C<sub>4</sub> haloalkoxy, and  $C_1$ -C<sub>4</sub> haloalkyl-S-;
- $R^{13}$ , at each occurrence, is independently selected from H, OH,  $C_1$ - $C_6$  alkyl,  $C_1$ - $C_4$  alkoxy, Cl, F, Br, I, CN,  $NO_2$ ,  $NR^{15}R^{16}$ , and  $CF_3$ ;
- $R^{14}$  is H, phenyl, benzyl,  $C_1-C_6$  alkyl\  $C_2-C_6$  alkoxyalkyl, or  $C_3-C_6$  cycloalkyl;
- $R^{14a}$  is H, phenyl, benzyl, or  $C_1-C_4$  alkyl;
- $R^{15}$ , at each occurrence, is independently selected from H,  $C_1$ - $C_6$  alkyl, benzyl, phenethyl,  $(C_1-C_6$  alkyl)-C(=0)-, and  $(C_1-C_6$  alkyl)-S(=0)<sub>2</sub>-;

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at each occurrence, is independently selected from H, OH, C<sub>1</sub>-C<sub>6</sub> alkyl, benzyl, phenethyl,  $(C_1-C_6 \text{ alkyl})-C(=0)-$ , and  $(C_1-C_6 \text{ alkyl})-S(=0)_2-$ ;  $R^{17}$  is N,  $C_1$ - $C_6$  alkyl,  $C_2$ - $C_6$  alkoxyalkyl, ary substituted by 0-4 R<sup>17a</sup>, or -CH<sub>2</sub>\aryl substituted by 0-4 R<sup>17a</sup>; R<sup>17a</sup> is H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy,\butoxy, -OH, F, Cl, Br, I, CF3, OCF3, SCH3,  $S(O)CH_3$ ,  $SO_2CH_3$ ,  $-NH_2$ ,  $-N(CH_3)_2$ , or  $C_1-C_4$  haloalkyl; R<sup>18</sup>, at each occurrence, is independently selected from H,  $C_1$ - $C_6$  alkyl, phenyl, benzyl, phenethyl,  $(C_1-C_6 \text{ alkyl})-C(=0)-$ , and  $(C_1-C_6 \text{ alkyl})-S(=0)_2-$ ; and R<sup>19</sup>, at each occurrence, is independently selected from H, OH,  $C_1$ - $C_6$  alky $\frac{1}{4}$ , phenyl, benzyl, phenethyl,  $(C_1-C_6 \text{ alkyl})-C(=0)_{-}$ , and  $(C_1-C_6 \text{ alkyl})-S(=0)_{2-}$ ; provided, when  $R^{13}$  is H. then Z is H;  $C_4$ - $C_8$  alkyl substituted with 1-3  $R^{12}$ ;  $C_2-C_4$  alkenyl substituted with 1-3  $R^{12}$ ;  $C_2-C_4$  alkynyl substituted with 1-3  $R^{12}$ ;  $C_1-C_8$  alkyl substituted with 0-3  $R^{12a}$ ;  $C_2-C_4$  alkenyl substituted with 0-3  $R^{12a}$ ; or  $C_2-C_4$  alkynyl substituted with 0-3  $R^{12a}$ ; and provided, when ring B is a 1,3,4,5-tetrahydro-1-(Z)-5-( $R^{10}$ )-

 $R^{10}$  is H,  $C(=0)R^{17}$ ,  $C(=0)OR^{17}$ ,  $C(=0)NR^{18}R^{19}$ ,  $S(=0)_2NR^{18}R^{19}$ ,  $S(=0)_2R^{17}$ ; or  $C_1-C_6$  alkyl optionally substituted with 0-3  $R^{10a}$ ;

R<sup>13</sup> is H; then

6,6,7,7-tetra( $R^{11}$ )-2,4-dioxo-2H-1,5-&iazepin-3-yl core, and

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 $R^{10a}$ , at each occurrence, is independently selected from H,  $C_1$ - $C_6$  alkyl,  $OR^{14}$ , Cl, F, Br, I, =0, CN,  $NO_2$ ,  $NR^{15}R^{16}$ , and  $CF_3$ .

2.(Amended) A compound, according to Claim 1, of Formula
(Ia):

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or a pharmaceutically acceptable salt thereof, wherein:

Z is H;

 $C_1-C_8$  alkyl substituted with 0-3  $R^{12a}$ ;  $C_2-C_4$  alkenyl substituted with 0-3  $R^{12a}$ ; or  $C_2-C_4$  alkynyl substituted with 0-3  $R^{12a}$ .

3. (Amended) A compound according to Claim 2 of Formula (Ia)

or a pharmaceutically acceptable salt thereof, wherein:

 $R^3$  is  $-(CR^7R^{7a})_n-R^4$ ,  $-(CR^7R^{7a})_n-S-(CR^7R^{7a})_m-R^4$ ,  $-(CR^7R^{7a})_n-O-(CR^7R^{7a})_m-R^4$ , or  $-(CR^7R^{7a})_n-N(R^{7b})-(CR^7R^{7a})_m-R^4$ ; Amendment & Response - Docket No. DM-7076-A Serial No.: 09/505,788

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n \is 0, 1, or 2;

m is 0, 1, or 2;

R<sup>3a</sup> is A, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, allyl, or 3-buten-1-yl;

 $R^4$  is H, OH $\setminus$  OR<sup>14a</sup>,

 $C_1-C_6$  alkyl substituted with 0-3  $R^{4a}$ ,  $C_2-C_6$  alkenyl substituted with 0-3  $R^{4a}$ ,

 $C_2-C_6$  alky yl substituted with 0-3  $R^{4a}$ ,

 $C_3-C_{10}$  carbocycle substituted with 0-3  $R^{4b}$ ,

 $C_6-C_{10}$  aryl substituted with 0-3  $R^{4b}$ , or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>4b</sup>;

 $R^{4a},$  at each occurrence, is independently selected from H, F, Cl, Br, I, CF3,

 $C_3-C_{10}$  carbocycle substituted with 0-3  $R^{4b}$ ,

 $C_6-C_{10}$  aryl substituted with 0-3  $R^{4b}$ , or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R4b;

 $R^{4b}$ , at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN,  $NO_2$ ,  $NR^{15}R^{16}$ ,  $CF_3$ , acetyl,  $SCH_3$ ,  $S(=0)CH_3$ ,  $S(=0)_2CH_3$ ,  $C_1-C_6$  alkyl,  $C_1-C_4$  alkoxy,  $C_1-C_4$  haloalkyl, and  $C_1-C_4$  haloalkoxy;

 $R^5$  is H,  $OR^{14}$ ;

 $C_1-C_6$  alkyl substituted with 0-3  $R^{5b}$ 

 $C_1-C_6$  alkoxy substituted with 0-3  $R^{5b}$ 

 $C_2-C_6$  alkenyl substituted with 0-3  $R^{5b}$ 

 $C_2$ - $C_6$  alkynyl substituted with 0-3  $R^{5b}$ ;

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C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>5c</sup>;
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>5c</sup>; or
5 to 10 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 10 membered heterocycle is
substituted with 0-3 R<sup>5c</sup>;

 $R^{5a}$  is H or  $C_1-C_4$  alkyl;

 $R^{5b}$ , at each occurrence, is independently selected from: H,  $C_1$ - $C_6$  alkyl,  $CF_3$ ,  $OR^{14}$ , Cl, F, Br, I, =0, CN,  $NO_2$ ,  $NR^{15}R^{16}$ :

 $C_3-C_{10}$  carbocycle substituted with 0-3  $R^{5c}$ ;

C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>5c</sup>; or

- 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>5c</sup>;
- $R^{5c}$ , at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN,  $NO_2$ ,  $NR^{15}R^{16}$ ,  $CF_3$ , acetyl,  $SCH_3$ ,  $S(=0)CH_3$ ,  $S(=0)_2CH_3$ ,  $C_1$   $C_6$  alkyl,  $C_1$ - $C_4$  alkoxy,  $C_1$ - $C_4$  haloalkyl, and  $C_1$ - $C_4$  haloalkoxy;

R<sup>6</sup> is H, methyl, or ethyl;

- $R^7$ , at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, CF<sub>3</sub>, phenyl and C<sub>1</sub>-C<sub>4</sub> alkyl;
- $R^{7a}$ , at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, CF<sub>3</sub>, and  $C_1$ -C<sub>4</sub> alkyl;
- R<sup>7b</sup> is independently selected from H, methyl, ethyl, propyl, and butyl;

Ring B is selected from

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R<sup>11</sup> R<sup>1</sup>

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 $R^{10}$  is H,  $C(=0)R^{17}$ ,  $C(=0)OR^{17}$ ,  $C(=0)NR^{18}R^{19}$ ,  $S(=0)_2NR^{18}R^{19}$ ,  $S(=0)_2R^{17}$ ;

 $C_1$ - $C_6$  alkyl optionally substituted with 0-2  $R^{10a}$ ;  $C_6$ - $C_{10}$  arxl substituted with 0-4  $R^{10b}$ ;

C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>10b</sup>; or

- 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>10b</sup>;
- $R^{10a}$ , at each occurrence, is independently selected from H,  $C_1$ - $C_6$  alkyl,  $OR^{14}$ , Cl, F, Br, I, =0, CN,  $NO_2$ ,  $NR^{15}R^{16}$ ,  $CF_3$ , or phenyl substituted with 0-4  $R^{10b}$ ;
- $R^{10b}$ , at each occurrence, is independently selected from H, OH,  $C_1$ - $C_6$  alkyl,  $C_1$ - $C_4$  alkoxy, Cl, F, Br, I, CN,  $NO_2$ ,  $NR^{15}R^{16}$ , or  $CF_3$ ;
- R<sup>11</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>18</sup>R<sup>19</sup>, C(=0)R<sup>17</sup>, C(=0)OR<sup>17</sup>, C(=0)NR<sup>18</sup>R<sup>19</sup>, S(=0)<sub>2</sub>NR<sup>18</sup>R<sup>19</sup>, CF<sub>3</sub>; C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with 0-3 R<sup>11a</sup>; C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>11b</sup>; C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>11b</sup>; or 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>11b</sup>;

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R<sup>11a</sup> at each occurrence, is independently selected from H,  $C_1$ - $C_6$  alkyl,  $OR^{14}$ , Cl, F, Br, I, =0, CN,  $NO_2$ ,  $NR^{15}R^{16}$ ,  $CF_3$ , or phenyl substituted with 0-3  $R^{11b}$ ;

R<sup>11b</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=0)CH<sub>3</sub>, S(=0)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

Z is H;  $C_1-C_6 \text{ alkyl substituted with } 0-3 \text{ R}^{12a};$   $C_2-C_4 \text{ alkenyl substituted with } 0-3 \text{ R}^{12a}; \text{ or }$   $C_2-C_4 \text{ alkynyl substituted with } 0-3 \text{ R}^{12a};$ 

- R<sup>12a</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=0)CH<sub>3</sub>, S(=0)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, and  $C_1$ -C<sub>4</sub> haloalkoxy;
- R<sup>13</sup>, at each occurrence, is independently selected from H, OH,  $C_1$ - $C_6$  alkyl  $C_1$ - $C_4$  alkoxy, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>;
- $R^{14}$  is H, phenyl, benzyl,  $c_1$ - $c_6$  alkyl, or  $c_2$ - $c_6$  alkoxyalkyl;
- R<sup>14a</sup> is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;
- $R^{15}$ , at each occurrence, is independently selected from H,  $C_1$ - $C_6$  alkyl, benzyl, phenethyl,  $(C_1-C_6$  alkyl)-C(=0)-, and  $(C_1-C_6$  alkyl)- $S(=0)_2$ -;
- $R^{16}$ , at each occurrence, is independently selected from H, OH,  $C_1$ - $C_6$  alkyl, benzyl, phenethyl,  $(C_1$ - $C_6$  alkyl)-C(=0)-, and  $(C_1$ - $C_6$  alkyl)- $S(=0)_2$ -;
- $R^{17}$  is H,  $C_1$ - $C_6$  alkyl,  $C_2$ - $C_6$  alkoxyalkyl, aryl substituted by 0-4  $R^{17a}$ , or

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-CH<sub>2</sub>-aryl substituted by 0-4  $R^{17a}$ ;

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R<sup>17a</sup> is H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy butoxy, -OH, F, Cl, Br, I, CF<sub>3</sub>, OCF<sub>3</sub>, SCH<sub>3</sub>, S(O)CH<sub>3</sub>, SO<sub>2</sub>CH<sub>3</sub>, -NH<sub>2</sub>, -N(CH<sub>3</sub>)<sub>2</sub>, or C<sub>1</sub>-C<sub>4</sub> haloalkyl;

 $R^{18}$ , at each occurrence, is independently selected from H,  $C_1$ - $C_6$  alkyl, phenyl, benzyl, phenethyl,  $(C_1$ - $C_6$  alkyl)-C(=0)-, and  $(C_1$ - $C_6$  alkyl)-S(=0) $_2$ -; and

 $R^{19}$ , at each occurrence, is independently selected from H, OH,  $C_1$ - $C_6$  alkyl, phenyl, benzyl, phenethyl,  $(C_1$ - $C_6$  alkyl)-C(=0)-, and  $(C_1$ - $C_6$  alkyl)- $S(=0)_2$ -.

4. (Twice Amended) A compound according to Claim 3 of Formula (Ia)

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or a pharmaceutically acceptable salt thereof, wherein:

 $R^3$  is  $-(CHR^7)_n-R^4$ ,

n is 0 or 1;

R<sup>3a</sup> is H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, allyl, or 3-buten-1-yl;

 $R^4$  is H, OH,  $OR^{14a}$ ,  $C_1-C_4 \text{ alkyl substituted with } 0-2 \ R^{4a},$   $C_2-C_4 \text{ alkenyl substituted with } 0-2 \ R^{4a},$   $C_2-C_4 \text{ alkynyl substituted with } 0-1 \ R^{4a},$ 

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 $C_3$ - $C_6$  carbocycle substituted with 0-3  $R^{4b}$ ,  $C_6$ - $C_{10}$  aryl substituted with 0-3  $R^{4b}$ , or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>4b</sup>;

5 0h

R<sup>4a</sup>, at each occurrence, is independently selected from H, F, Cl, Br, I, CF<sub>3</sub>,

 $C_3-C_6$  carbodycle substituted with 0-3  $R^{4b}$ ,

phenyl substituted with 0-3 R4b, or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R4b;

 $R^{4b}$ , at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>,  $NR^{15}R^{16}$ ,  $CF_3$ , acetyl,  $SCH_3$ ,  $S(=0)CH_3$ ,  $S(=0)_2CH_3$ ,  $C_1-C_4$  alkyl,  $C_1-C_3$  alkoxy,  $C_1-C_2$  haloalkyl, and  $C_1-C_2$  haloalkoxy;

 $\mathbb{R}^5$  is H,  $\mathbb{OR}^{14}$ ;

 $C_1-C_4$  alkyl substituted with 0-3  $R^{5b}$ ;  $C_2-C_4$  alkenyl substituted with 0-3  $R^{5b}$ ;

 $C_2-C_4$  alkynyl substituted with 0-3  $R^{5b}$ ;

R<sup>5a</sup> is H, methyl, ethyl, propyl, or butyl;

 $R^{5b}$ , at each occurrence, is independently selected from: H, methyl, ethyl, propyl, butyl,  $CF_3$ ,  $OR^{14}$ , Cl, F, Br, I, =0;

 $C_3-C_6$  carbocycle substituted with  $\sqrt{0-3}$   $R^{5c}$ ;

phenyl substituted with  $0-3 R^{5c}$ ; or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>5c</sup>;

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R<sup>5c</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=0)CH<sub>3</sub>, S(=0)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>3</sub> alkoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, and C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

R<sup>6</sup> is H;

R<sup>7</sup>, at each occurrence, is independently selected from H, F, CF<sub>3</sub>, methyl, and ethyl;

Ring B is selected from

 $R^{10}$  is H, C(=0) $R^{17}$ , C(=0) $OR^{17}$ ;

 $C_1-C_4$  alkyl optionally substituted with 0-1  $R^{10a}$ ; phenyl substituted with 0-4  $R^{10b}$ ;

 $C_3-C_6$  carbocycle substituted with 0-3  $R^{10b}$ ; or

- 5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>1</sup>0b;
- $R^{10a}$  is selected from H,  $C_1-C_4$  alkyl,  $OR^{14}$ , Cl, F, Br, I, =0, CN,  $NO_2$ ,  $NR^{15}R^{16}$ ,  $CF_3$ , or phenyl substituted with 0-4  $R^{10b}$ ;
- $R^{10b}$ , at each occurrence, is independently selected from H, OH,  $C_1$ - $C_4$  alkyl,  $C_1$ - $C_3$  alkoxy, Cl F, Br, I, CN,  $NO_2$ ,  $NR^{15}R^{16}$ , or  $CF_3$ ;

R<sup>11</sup> is selected from

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H,  $C_1$ - $C_4$  alkoxy, Cl, F,  $NR^{18}R^{19}$ ,  $C(=0)R^{17}$ ,  $C(=0)OR^{17}$ ,  $CF_3$ ;  $C_1$ - $C_6$  alkyl optionally substituted with 0-3  $R^{11a}$ ;

 $C_6 \ C_{10}$  aryl substituted with 0-3  $R^{11b}$ ;

- $C_3-C_6$  carbocycle substituted with 0-3  $R^{11b}$ ; or
- 5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>11b</sup>;
- $R^{11a}$ , at each occurrence, is independently selected from H,  $C_1$ - $C_4$  alkyl  $OR^{14}$ , F, =0,  $NR^{15}R^{16}$ ,  $CF_3$ , or phenyl substituted with 0-3  $R^{11b}$ ;
- $R^{11b}$ , at each occurrence, is independently selected from H, OH, Cl, F,  $NR^{15}R^{16}$ ,  $CF_3$ ,  $C_1$ - $C_4$  alkyl,  $C_1$ - $C_3$  alkoxy,  $C_1$ - $C_2$  haloalkyl, and  $C_1$ - $C_2$  haloalkoxy;
- Z is H;  $C_1-C_4 \text{ alkyl substituted with } 0-3 \text{ R}^{12a};$   $C_2-C_4 \text{ alkenyl substituted with } 0-3 \text{ R}^{12a}; \text{ or }$   $C_2-C_4 \text{ alkynyl substituted with } 0-3 \text{ R}^{12a};$
- $R^{12a}$ , at each occurrence, is independently selected from H, OH, Cl, F,  $NR^{15}R^{16}$ ,  $CF_3$ , acetyl,  $SCH_3$ ,  $S(=0)CH_3$ ,  $S(=0)_2CH_3$ ,  $C_1-C_4$  alkyl,  $C_1-C_3$  alkoxy,  $C_1-C_2$  haloalkyl, and  $C_1-C_2$  haloalkoxy;
- $\rm R^{13}$  , at each occurrence, is independently selected from H, OH, C1-C6 alkyl, C1-C4 alkoxy, C1, F, Br, I, CN, NO2, NR^{15}R^{16}, and CF\_3;
- $R^{14}$  is H, phenyl, benzyl,  $C_1$ - $C_4$  alkyl, Ar  $C_2$ - $C_4$  alkoxyalkyl;
- $R^{15}$ , at each occurrence, is independently selected from H,  $C_1$   $C_4$  alkyl, benzyl, phenethyl,  $(C_1-C_4$  alkyl)-C(=0)-, and  $(C_1-C_4$  alkyl)-S(=0)<sub>2</sub>-;

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R<sup>16</sup>, at each occurrence, is independently selected from H, OH,  $C_1$ - $C_4$  alkyl, benzyl, phenethyl,  $(C_1-C_4 \text{ alkyl})-C(=0)-, \text{ and } (C_1-C_4 \text{ alkyl})-S(=0)_2-;$ 

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R<sup>17</sup> is H, methyl, ethyl, propyl, butyl, methoxymethyl, ethoxymethyl, methoxyethyl, ethoxyethyl, phenyl substituted by 0-3 R<sup>17a</sup>, or -CH<sub>2</sub>-phenyl substituted by 0-3 R<sup>17a</sup>;

 $R^{17a}$  is H, methyl, methoxy, -OH, F, Cl, CF<sub>3</sub>, or OCF<sub>3</sub>;

R<sup>18</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl butyl, phenyl, benzyl, and phenethyl; and

R<sup>19</sup>, at each occurrence, is independently selected from H, methyl, and ethyl.

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6. (Twice Amended) A compound according to Claim 4 of Formula (Ic):

$$H_2N$$
 $R^3$ 
 $O$ 
 $R^5$ 
 $N$ 
 $N$ 
 $Z$ 
 $R^{13}$ 
 $R^{13}$ 
 $R^{13}$ 

or a pharmaceutically acceptable salt thereof wherein

 $R^3$  is  $R^4$ ,

 $R^4$  is  $C_1$ - $C_4$  alkyl substituted with 0-1  $R^{4a}$ ,  $C_2$ - $C_4$  alkenyl substituted with 0-1  $R^{4a}$ , or  $C_2$ - $C_4$  alkynyl substituted with 0-1  $R^{4a}$ ;

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R<sup>4a</sup> is selected from

H, F, CF<sub>3</sub>,

 $C_3$ -C<sub>6</sub> carbocycle substituted with 0-3 R<sup>4b</sup>,

phenyl substituted with 0-3 R4b, or

- 5 t $\Diamond$  6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R4b; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, \isoxazolyl, and tetrazolyl;
- R4b, at each occurrence, is independently selected from H, OH, Cl, F,  $NR^{15}R^{16}$ ,  $CF_3$ , acetyl,  $SCH_3$ ,  $S(=0)CH_3$ ,  $S(=0)_2CH_3$ , methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy,  $C_1-C_2$  haloalkyl, and  $C_1-C_2$  haloalkoxy;
- $R^5$  is  $C_1-C_4$  alkyl substituted with 0-1  $R^{5b}$ ; C2-C4 alkenyl substituted with 0-1 R5b;  $C_2-C_4$  alkynyl substituted with 0-1  $R^{5b}$ ;

R<sup>5b</sup> is selected from:

H, methyl, ethyl, propyl, butyl,  $CF_3$ ,  $OR^{14}$ , =0;  $C_3-C_6$  carbocycle substituted with 0-2  $R^{5c}$ ; phenyl substituted with  $0-3\ R^{5c}$ ; or

- 5 to 6 membered heterocycle ablaontaining 1 to 4 heteroatoms selected from hitrogen, oxygen, and sulphur, wherein said 5 to  $\delta$  membered heterocycle is substituted with 0-3 R5c; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyraz\dlyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;
- R<sup>5c</sup>, at each occurrence, is independently selected from H, OH, C1, F,  $NR^{15}R^{16}$ ,  $CF_3$ , acetyl,  $SCH_3$ ,  $S(=0)_2CH_3$ ,

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> methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy,  $C_1 - C_2$  haloalkyl, and  $C_1 - C_2$  haloalkoxy;

R<sup>11</sup> is selected from

H,  $NR^{1/8}R^{19}$ ,  $CF_3$ ;

C<sub>1</sub>-C<sub>4</sub> alkyl optionally substituted with 0-1 R<sup>11a</sup>; phenyl aubstituted with 0-3 R11b;

C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>11b</sup>; and

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>11b</sup>; wherein said 5 to 6 membered haterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

 $R^{11a}$  is selected from H,  $C_1-C_4$  alkyl,  $OR^{14}$ , F, =0,  $NR^{15}R^{16}$ , CF<sub>3</sub>, or phenyl substituted with 0-3 R<sup>11b</sup>;

R11b, at each occurrence, is independently selected from H, OH, Cl, F,  $NR^{15}R^{16}$ ,  $CF_3$  methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy,  $C_1-C_2$  haloalkyl, and  $C_1-C_2$ haloalkoxy;

Z is H:

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 $C_1-C_4$  alkyl substituted with 0-3  $R^{12a}$ ;  $C_2-C_4$  alkenyl substituted with 0-3  $R^{12a}$ ; or C2-C4 alkynyl substituted with 0-3 R12a;

 $R^{12a}$ , at each occurrence, is independently selected from H, OH, Cl, F,  $NR^{15}R^{16}$ ,  $CF_3$ ,  $acet_{\chi}^{1}$ ,  $SCH_3$ ,  $S(=0)CH_3$ ,  $S(=0)_2CH_3$ , methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy,  $C_1-C_2$  haloalkyl, and  $C_1-C_2$  haloalkoxy;

 $R^{13}$ , at each occurrence, is independently selected from

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H) OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl. F, Br, CN,  $NR^{15}R^{16}$ , and  $CF_3$ ;

 $R^{14}$  is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

R<sup>15</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;

R<sup>16</sup>, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-C(=0)-, ethyl-C(=0)-, methyl-S(=0)<sub>2</sub>-, and ethyl-S(=0)<sub>2</sub>-;

R<sup>18</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

R<sup>19</sup>, at each occurrence, is independently selected from H, methyl, and ethyl.

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8. (Twice Amended) A compound according to Claim 4 of Formula (Ie):

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or a pharmaceutically acceptable salt thereof wherein:

 $R^3$  is  $R^4$ ,

 $R^4$  is  $C_1-C_4$  alkyl substituted with 0-1  $R^{4a}$ ,  $C_2-C_4$  alkenyl substituted with 0-1  $R^{4a}$ , or  $C_2-C_4$  alkynyl substituted with 0-1  $R^{4a}$ ;

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R<sup>4a</sup> is selected from

₩, F, CF<sub>3</sub>,

 $C_3$ -C $_6$  carbocycle substituted with 0-3 R $^{4 ext{b}}$ ,

phenyl substituted with 0-3 R4b, or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R4b; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

 $R^{4b}$ , at each occurrence, is independently selected from H, OH, Cl, F,  $NR^{15}R^{16}$ ,  $CF_3$ , acetyl,  $SCH_3$ ,  $S(=0)CH_3$ ,  $S(=0)_2CH_3$ , methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy,  $C_1-C_2$  haloalkyl, and  $C_1-C_2$  haloalkoxy;

 $R^5$  is  $C_1$ - $C_4$  alkyl substituted with 0-1  $R^{5b}$ ;  $C_2$ - $C_4$  alkenyl substituted with 0-1  $R^{5b}$ ;  $C_2$ - $C_4$  alkynyl substituted with 0-1  $R^{5b}$ ;

R<sup>5b</sup> is selected from:

H, methyl, ethyl, propyl, butyl,  $CF_3$ ,  $OR^{14}$ , =0;  $C_3$ - $C_6$  carbocycle substituted with 0-2  $R^{5c}$ ; phenyl substituted with 0-3  $R^{5c}$ ; or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>5c</sup>; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

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 $R^{5c}$ , at each occurrence, is independently selected from H, OH, C1, F,  $NR^{15}R^{16}$ ,  $CF_3$ , acetyl,  $SCH_3$ ,  $S(=0)CH_3$ ,  $S(=0)_2CH_3$ , methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy,  $C_1$ - $C_2$  haloalkyl, and  $C_1$ - $C_2$  haloalkoxy;

B

 $R^{10}$  is H,  $C(=0)R^{17}$ ,  $C(=0)OR^{17}$ ;

 $C_1-C_4$  alkyl optionally substituted with 0-1  $R^{10a}$ ; phenyl substituted with 0-4  $R^{10b}$ ;

C<sub>3</sub>-C<sub>6</sub> carbdcycle substituted with 0-3 R<sup>10b</sup>; or

- 5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>10b</sup>; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;
- $R^{10a}$  is selected from H, methyl, ethyl, propyl, butyl,  $OR^{14}$ , Cl, F, =0,  $NR^{15}R^{16}$ ,  $CF_3$ , or phenyl substituted with 0-4  $R^{10b}$ ;
- $R^{10b}$ , at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, Cl, F,  $NR^{15}R^{16}$ , and  $CF_{3}$ ;

Z is H;

 $C_1-C_4$  alkyl substituted with 0-3  $R^{1/2a}$ ;  $C_2-C_4$  alkenyl substituted with 0-3  $R^{1/2a}$ ; or  $C_2-C_4$  alkynyl substituted with 0-3  $R^{1/2a}$ ;

- $R^{12a}$ , at each occurrence, is independently selected from H, OH, Cl, F,  $NR^{15}R^{16}$ ,  $CF_3$ , acetyl,  $SCH_3$ ,  $S(=0)CH_3$ ,  $S(=0)_2CH_3$ , methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy,  $C_1-C_2$  haloalkyl, and  $C_1-C_2$  haloalkoxy;
- R<sup>13</sup>, at each occurrence, is independently selected from

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H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN,  $NR^{15}R^{16}$ , and  $CF_3$ ;

R14 is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

R<sup>15</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;

50b

R<sup>16</sup>, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-C(=0)-, ethyl-C(=0)-, methyl-S(=0)<sub>2</sub>-, and ethyl-S(=0)<sub>2</sub>-;

R<sup>17</sup> is H, methyl, ethyl, propyl, butyl, methoxymethyl, ethoxymethyl, methoxyethyl, ethoxyethyl, phenyl substituted by 0-3 R<sup>17a</sup> or -CH<sub>2</sub>-phenyl substituted by 0-3 R<sup>17a</sup>;

 $R^{17a}$  is H, methyl, methoxy, -OH, F, Cl,  $CF_3$ , or OCF<sub>3</sub>;

- R<sup>18</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phenyl benzyl, and phenethyl; and
- R<sup>19</sup>, at each occurrence, is independently selected from H, methyl, and ethyl.

50k

10. (Twice Amended) A compound, according to one of Claims 6, 8, or 25 wherein:

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                  t_{rans-CH_2CH=CH(CH_3)},
                  -C \neq CH, -CH_2C = CH, -CH_2C = C(CH_3),
                  cyclopropyl-CH<sub>2</sub>-, cyclobutyl-CH<sub>2</sub>-, cyclopentyl-CH<sub>2</sub>-,
                  cyclohexyl-CH<sub>2</sub>-, cyclopropyl-CH<sub>2</sub>CH<sub>2</sub>-,
                  cyclobatyl-CH2CH2-, cyclopentyl-CH2CH2-,
                  cyclohexyl-CH2CH2-, phenyl-CH2-,
                  (2-F-pheny1)CH_2-, (3-F-pheny1)CH_2-, (4-F-pheny1)CH_2-,
50h
Cla
                  (2-C1-pheny1)CH_2-, (3-C1-pheny1)CH_2-, (4-C1-pheny1)CH_2-,
                  (2,3-diF-pheny1)CH<sub>2</sub>-, (2,4-diF-pheny1)CH<sub>2</sub>-,
                  (2,5-diF-phehyl)CH<sub>2</sub>-, (2,6-diF-phenyl)CH<sub>2</sub>-,
                  (3,4-diF-phen\chi1)CH_2-, (3,5-diF-pheny1)CH_2-,
                  (2,3-diCl-phen\chi1)CH_2-, (2,4-diCl-phen\chi1)CH_2-,
                  (2,5-diCl-pheny) CH<sub>2</sub>-, (2,6-diCl-pheny) CH<sub>2</sub>-,
                  (3,4-diCl-phenyl)CH_2-, (3,5-diCl-phenyl)CH_2-,
                  (3-F-4-Cl-phenyl) CH_2-, (3-F-5-Cl-phenyl) CH_2-,
                  (3-Cl-4-F-phenyl)CH<sub>2</sub>-, phenyl-CH<sub>2</sub>CH<sub>2</sub>-,
                  (2-F-pheny1)CH_2CH_2-\lambda (3-F-pheny1)CH_2CH_2-
                  (4-F-phenyl)CH_2CH_2-, (2-Cl-phenyl)CH_2CH_2-,
                  (3-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (4-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
                  (2,3-diF-pheny1)CH<sub>2</sub>CH<sub>2</sub>\, (2,4-diF-pheny1)CH<sub>2</sub>CH<sub>2</sub>-,
                  (2,5-diF-phenyl)CH_2CH_2-\lambda (2,6-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
                  (3,4-diF-pheny1)CH<sub>2</sub>CH<sub>2</sub>-, (3,5-diF-pheny1)CH<sub>2</sub>CH<sub>2</sub>-,
                  (2,3-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2,4-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
                  (2,5-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2,6-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
                  (3, 4-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (3, 5-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
                  (3-F-4-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, or (3-F-5-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
              R^5 is -CH_3, -CH_2CH_3, -CH_2CH_2CH_3, -CH_2CH_2CH_3,
                 -CH(CH_3)CH_2CH_3, -CH_2CH(CH_3)_2, -CH_2C(CH_3)_3,
                 -CH_2CH_2CH_2CH_3, -CH(CH_3)CH_2CH_2CN_3, -CH_2CH(CH_3)CH_2CH_3,
                 -CH_2CH_2CH(CH_3)_2, -CH(CH_2CH_3)_2, -CH_2CF_3, -CH_2CH_2CF_3,
                 -CH_2CH_2CH_2CF_3, -CH_2CH_2CH_2CF_3, -CH_2CH_2CH_2CH_2, -CH_2CH_2CH_2CH_2,
                 -CH=CHCH<sub>3</sub>, cis-CH<sub>2</sub>CH=CH(CH<sub>3</sub>), trans\daggerCH<sub>2</sub>CH=CH(CH<sub>3</sub>),
                 trans-CH_2CH=CH(C_6H_5), -CH_2CH=C(CH_3)_2\ cis-CH_2CH=CHCH_2CH_3,
                 trans-CH<sub>2</sub>CH=CHCH<sub>2</sub>CH<sub>3</sub>, cis-CH<sub>2</sub>CH<sub>2</sub>CH=CH(CH<sub>3</sub>),
                 trans-CH_2CH_2CH=CH(CH_3), trans-CH_2CH=CHCH_2(C_6H_5),
                 -C \equiv CH, -CH_2C \equiv CH, -CH_2C \equiv C(CH_3), -CH_2C \equiv C(C_6H_5),
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                  -\CH_2CH_2C\equiv CH, -CH_2CH_2C\equiv C(CH_3), -CH_2CH_2C\equiv C(C_6H_5),
                  cydlopropyl-CH<sub>2</sub>-, cyclobutyl-CH<sub>2</sub>-, cyclopentyl-CH<sub>2</sub>-,
                  cyclohexyl-CH<sub>2</sub>-, (2-CH_3-cyclopropyl)CH_2-,
                  (3-CH_3-cyclobutyl)CH_2-,
50h
                  cyclopropyl-CH<sub>2</sub>CH<sub>2</sub>-, cyclobutyl-CH<sub>2</sub>CH<sub>2</sub>-,
                  cyclopehtyl-CH2CH2-, cyclohexyl-CH2CH2-,
                  (2-CH_3-c\chi clopropyl)CH_2CH_2-, (3-CH_3-c\chi clobutyl)CH_2CH_2-,
                 phenyl-CH<sub>2</sub>-, (2-F-phenyl)CH_2-, (3-F-phenyl)CH_2-,
                  (4-F-pheny) CH<sub>2</sub>-, furanyl-CH<sub>2</sub>-, thienyl-CH<sub>2</sub>-,
                 pyridyl-CH<sub>2</sub>\downarrow 1-imidazolyl-CH<sub>2</sub>-, oxazolyl-CH<sub>2</sub>-,
                  isoxazolyl-CH<sub>2</sub>-,
                 phenyl-CH<sub>2</sub>CH<sub>2</sub>-\ (2-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (3-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
                  (4-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, furanyl-CH<sub>2</sub>CH<sub>2</sub>-, thienyl-CH<sub>2</sub>CH<sub>2</sub>-,
                 pyridyl-CH<sub>2</sub>CH<sub>2</sub>-,\1-imidazolyl-CH<sub>2</sub>CH<sub>2</sub>-, oxazolyl-CH<sub>2</sub>CH<sub>2</sub>-,
                  isoxazolyl-CH_2CH_2;
              Z is methyl, ethyl, i-propyl, n-propyl, n-butyl, i-butyl, s-
                     butyl, t-butyl, or allyl;
             R<sup>10</sup> is H, methyl, ethyl, phenyl, benzyl, phenethyl,
                 4-F-phenyl, (4-F-phenyl)CH<sub>2</sub>-, <math>(4-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
                 4-Cl-phenyl, (4-Cl-phenyl)CH<sub>2</sub>-, <math>(4-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
                 4-CH_3-phenyl, (4-CH_3-phenyl)CH_2-, (4-CH_3-phenyl)CH_2CH_2-,
                 4-CF_3-phenyl, (4-CF_3-phenyl) CH_2-, or
                 (4-CF_3-pheny1)CH_2CH_2-;
             \mathbf{R}^{11}, at each occurrence, is indexendently selected from
                 H, =0, methyl, ethyl, phenyl, henzyl, phenethyl,
                 4-F-phenyl, (4-F-phenyl)CH<sub>2</sub>-, <math>(4-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
                 3-F-phenyl, (3-F-phenyl)CH_2-, (3 + phenyl)CH_2CH_2-,
                 2-F-phenyl, (2-F-phenyl)CH_2-, (2-R-phenyl)CH_2CH_2-,
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pyrid-2-yl, pyrid-3-yl, or pyrid-4-yl,

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R<sup>13</sup>, at each occurrence, is independently selected from H, F, Cl, OH,  $-CH_3$ ,  $-CH_2CH_3$ ,  $-OCH_3$ , or  $-CF_3$ .

11. (Amanded) A compound according to Claim 2 selected from:

(2R,3S) N1-(1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4benzodiazepin-3-y1]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3]dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4benzodiazepin-3-y $\{$ ]-2-(2-methylpropyl)-3-propylbutanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4benzodiazepin-3-yl]-2-(\Q-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1- $[(3R)-1,3-dihydro-1\mbox{methyl-2-oxo-5-phenyl-2H-1,4-}$ benzodiazepin-3-yl]-2-(2-methylpropyl)-3-propylbutanediamide:

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4benzodiazepin-3-yl]-2-(2-methylpropyl $\lambda$ -3-propylbutanediamide;

(2R, 3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4benzodiazepin-3-yl]-2-methyl-3-allyl-butan&diamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4benzodiazepin-3-yl]-2-methyl-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4benzodiazepin-3-yl]-2-methyl-3-propyl-butanediamide;

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(2R) V1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-methyl-butanediamide;

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(2R,3S) N1-[1,3-dihydro-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(2-fluorophenyl)-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(2-fluorophenyl)-7-chloro-2H-1,4-benyodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-(2-fluorophenyl)-7-chloro-2H-1,4-benzodia epin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2S,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5\phenyl-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-propyl-butanediamide;

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(2R,\Im S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(2-
fluorophenyl)-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-
methylpropyl)-3-propyl-butanediamide;
(2R,3S)\N1-[1,3-dihydro-1-methyl-2-oxo-5-(4-fluorophenyl)-2H-
1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-
butanediamide;
(2R,3S) N1 + [(3S)-1,3-dihydro-1-methyl-2-oxo-5-(4-
fluoropheny[])-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-
3-allyl-butahediamide;
(2R, 3S) N1-[(3R)-1, 3-dihydro-1-methyl-2-oxo-5-(4-
fluorophenyl)-2\H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-
3-allyl-butanediamide;
(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(pyrid-2-yl)-2H-1,4-
benzodiazepin-3-yl]-\(\frac{1}{2}\)-(2-methylpropyl)-3-allyl-butanediamide;
(2R,3S) N1-[1,3-dihydr &-1-methyl-2-oxo-5-(N-morpholino)-2H-
1,4-benzodiazepin-3-y1]\sqrt{2}-(2-methylpropyl)-3-allyl-
butanediamide;
(2R,3S) N1-[1,3-dihydro-1-m]ethyl-2-oxo-5-(dimethylamino)-2H-
1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-
butanediamide;
(2R,3S) N1-[1,3-dihydro-1-methy]-2-oxo-5-(N-methyl-N-
phenylamino) -2H-1, 4-benzodiazepih-3-y1] -2-(2-methylpropyl) <math>-3-y
allyl-butanediamide;
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(2R,3S) N1-[1,3-dihydro-1-methyl-2-0xo-5-(N-piperidinyl)-2H-

1,4-benzodiazepin-3-yl]-2-(2-methylphopyl)-3-allyl-

butanediamide;

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(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(N-homopiperidinyl)-
2H-\lambda, 4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-
butanediamide;
(2R,3S)\ N1-[1,3-dihydro-1-methyl-2-oxo-5-(3-methoxyphenyl)-
2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-
butanediamide;
(2R,3S) N1-(1,3-dihydro-1-methyl-2-oxo-5-(pyrid-4-yl)-2H-1,4-
benzodiazepih-3-y1]-2-(2-methylpropyl)-3-allyl-butanediamide;
(2R,3S) N1-[1,3]-dihydro-1-methyl-2-oxo-5-phenyl-7-methoxy-2H-
1,4-benzodiazepin-3-y1]-2-(2-methylpropy1)-3-allyl-
butanediamide;
(2R,3S) N1-[1,3-dih]dro-1-methyl-2-oxo-5-(pyrid-3-yl)-2H-1,4-
benzodiazepin-3-yl]-\lambda-(2-methylpropyl)-3-allyl-butanediamide;
(2R,3S) N1-[1,3-dihydro1-methyl-2-oxo-5-phenyl-2H-1,4-
benzodiazepin-3-y1]-2-(2\methylpropy1)-3-(cyclopropy1methy1)-
butanediamide;
(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(3-fluorophenyl)-2H-
1,4-benzodiazepin-3-yl]-2-(2-hethylpropyl)-3-allyl-
butanediamide:
(2R,3S) N1-[(3S)-1,3-dihydro-1-mathyl-2-oxo-5-(3-
fluorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-
3-allyl-butanediamide;
(2R,3S) N1-[(3R)-1,3-dihydro-1-methy] -2-oxo-5-(3-
fluorophenyl)-2H-1,4-benzodiazepin-3-1/2]-2-(2-methylpropyl)-
3-allyl-butanediamide;
(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-0\times0-5-phenyl-2H-1,4-
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benzodiazepin-3-yl]-2-(2-methylpropyl)-

3-(3-buten-1-yl)-butanediamide;

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(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-(cyclopentylethyl)-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-(3-buten-1-yl)-butanediamide;

(2R,3S) N1-[\(3R)-1,3-\)dihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-(3-buten-1-yl)-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-n-butyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methy)-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-propyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(4-chlorophenyl)-2H-1,4-benzodiazepin-3-yl]-2 (2-methylpropyl)-3-(3-buten-1-yl)-butanediamide;

9 b

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(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(4-
chlorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-
3-n-butyl-butanediamide;
(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-
benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-N4-[benzyl]-
butanediamide;
(2R,3S) N1-\sqrt{1,3-dihydro-1-methyl-2-oxo-5-methyl-2H-1,4-}
benzodiazepi\n-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;
(2R,3S) N1-[1,\S-dihydro-1-methyl-2-oxo-5-n-butyl-2H-1,4-
benzodiazepin-3\y1]-2-(2-methylpropy1)-3-allyl-butanediamide;
(2R,3S) N1-[1,3-d]hydro-1-methyl-2-oxo-5-(2-methylpropyl)-2H-
1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-
butanediamide;
(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(4-chlorophenyl)-2H-
1,4-benzodiazepin-3-yl]\2-(2-methylpropyl)-3-allyl-
butanediamide;
(2R,3S) N1-[1,3-dihydro-1-ethyl-2-oxo-5-phenyl-2H-1,4-
benzodiazepin-3-y1]-2-(2-methylpropyl)-3-allyl-butanediamide;
(2R,3S) N1-[1,3-dihydro-1-propyl-2-oxo-5-phenyl-2H-1,4-
benzodiazepin-3-y1]-2-(2-methylpropy1)-3-ally1-butanediamide;
(2R,3S) N1-[1,3-dihydro-1-(isopropyl)-2-oxo-5-phenyl-2H-1,4-
benzodiazepin-3-y1]-2-(2-methylpropy1)-3-allyl-butanediamide;
(2R,3S) N1-[(3S)-1,3-dihydro-1-methy]-2-oxo-5-phenyl-2H-1,4-
benzodiazepin-3-yl]-2-(2-methylpropyl)-3,3-diallyl-
butanediamide; and
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(2R,3S) N1-[1,3,4,5-tetrahydro-1,5-dimethyl-2,4-dioxo-2H-1,5-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide.

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BA

12. (Amended) A compound, according to Claim 1, of Formula (Ia"):

5 0h

or a pharmaceutically acceptable salt thereof, wherein:

Z is  $C_1-C_8$  alkyl substituted with 1-3  $R^{12}$ ;

 $C_2$ - $C_4$  alkenyl substituted with 1-3  $R^{12}$ ;  $C_2$ - $C_4$  alkynyl substituted with 1-3  $R^{12}$ ;  $C_6$ - $C_{10}$  aryl substituted with 0-4  $R^{12b}$ ;  $C_3$ - $C_{10}$  carbocycle substituted with 0-4  $R^{12b}$ ; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>12b</sup>;

provided, when  $R^{13}$  is H, then Z is  $C_4-C_8$  alkyl substituted with 1-3  $R^{12}$ ;  $C_2-C_4$  alkenyl substituted with 1-3  $R^{12}$ ; or  $C_2-C_4$  alkynyl substituted with 1-3  $R^{12}$ ; and

provided, when ring B is a 1,3,4,5-tetrahydro-1-(Z)-5-( $R^{10}$ )-6,6,7,7-tetra( $R^{11}$ )-2,4-dioxo-2H-1,5-diazepin-3-yl core, and  $R^{13}$  is H; then

R<sup>10</sup> is H, C(=0)R<sup>17</sup>, C(=0)OR<sup>17</sup>, C(=0)NR<sup>18</sup>R<sup>19</sup>, S(=0)<sub>2</sub>NR<sup>18</sup>R<sup>19</sup>, S(=0)<sub>2</sub>R<sup>17</sup>; or C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with 0-3 R<sup>10a</sup>; and

R<sup>10a</sup>, at each occurrence, is independently selected from

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H,  $C_1-C_6$  alkyl,  $OR^{14}$ , Cl, F, Br, I, =0, CN,  $NO_2$ ,  $NR^{15}R^{16}$ , and  $CF_3$ .

13. (Amended) A compound according to Claim 12 of Formula (Ia")

or a pharmaceutically acceptable salt thereof, wherein:

$$\begin{array}{l} {\rm R}^3 \ \ {\rm is} \ - ({\rm CR}^7{\rm R}^{7a})_{\, n} - {\rm R}^4 \,, \\ \\ - ({\rm CR}^7{\rm R}^{7a})_{\, n} - {\rm S} - ({\rm CR}^7{\rm R}^{7a})_{\, m} - {\rm R}^4 \,, \\ \\ - ({\rm CR}^7{\rm R}^{7a})_{\, n} - {\rm O} - ({\rm CR}^7{\rm R}^{7a})_{\, m} - {\rm R}^4 \,, \ \ {\rm or} \\ \\ - ({\rm CR}^7{\rm R}^{7a})_{\, n} - {\rm N} \, ({\rm R}^{7b}) - ({\rm CR}^7{\rm R}^{7a})_{\, m} - {\rm R}^4 \,; \end{array}$$

n is 0, 1, or 2;

m is 0, 1, or 2;

R<sup>3a</sup> is H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, allyl, or 3-buten-1-yl;

 $R^4$  is H, OH,  $OR^{14a}$ ,

 $C_1-C_6$  alkyl substituted with 0-3 R<sup>4a</sup>,

 $C_2-C_6$  alkenyl substituted with 0-3  $R^{4a}$ ,

 $C_2-C_6$  alkynyl substituted with 0-3 R<sup>4a</sup>,

C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>4b</sup>,

 $C_6-C_{10}$  aryl substituted with  $0-3\ R^{4b}$ , or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>4b</sup>;

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 $\mathbb{R}^{4a}$ , at each occurrence, is independently selected from  $\mathbb{H}$ ,  $\mathbb{F}$ ,  $\mathbb{C}$ 1,  $\mathbb{B}$ r,  $\mathbb{I}$ ,  $\mathbb{C}$ F<sub>3</sub>,

 $C_3$ - $C_{10}$  carbocycle substituted with 0-3  $R^{4b}$ ,

 $C_6-C_{10}$  aryl substituted with 0-3 R<sup>4b</sup>, or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>4b</sup>;

 $R^{4b}$ , at each occurrence, is independently selected from H, OH, Cl, F, Br, I CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=0)CH<sub>3</sub>, S(=0)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

 $R^5$  is H,  $OR^{14}$ ;

 $C_1-C_6$  alkyl substatuted with 0-3  $R^{5b}$ ;

 $C_1-C_6$  alkoxy substituted with 0-3  $R^{5b}$ ;

 $C_2$ - $C_6$  alkenyl substatuted with 0-3  $R^{5b}$ ;

 $C_2$ - $C_6$  alkynyl substituted with 0-3  $R^{5b}$ ;

 $C_3-C_{10}$  carbocycle substituted with 0-3  $R^{5c}$ ;

 $C_6-C_{10}$  aryl substituted with 0-3  $R^{5c}$ ; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3  $R^{5c}$ 

 $R^{5a}$  is H or  $C_1-C_4$  alkyl;

R5b, at each occurrence, is independently selected from:

H,  $C_1$ - $C_6$  alkyl,  $CF_3$ ,  $OR^{14}$ , Cl, F Br, I, =0, CN,  $NO_2$ ,  $NR^{15}R^{16}$ ;

 $C_3-C_{10}$  carbocycle substituted with 0-3  $R^{5c}$ ;

 $C_6-C_{10}$  aryl substituted with 0-3  $R^{\cite{c}}$ ; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and

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sulphur, wherein said 5 to 10 membered heterocycle is  $s_{\mu}$ bstituted with 0-3  $R^{5c}$ ;

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 $R^{5c}$ , at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN,  $NO_2$ ,  $NR^{15}R^{16}$ ,  $CF_3$ , acetyl,  $SCH_3$ ,  $S(=0)CH_3$ ,  $S(=0)_2CH_3$ ,  $C_1-C_6$  alkyl,  $C_1-C_4$  alkoxy,  $C_1-C_4$  haloalkyl, and  $C_1-C_4$  haloalkoxy;

 $R^6$  is H, methyl\ or ethyl;

 $R^7$ , at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN,  $NO_2$ ,  $CF_3$ , phenyl, and  $C_1$ - $C_4$  alkyl;

 $R^{7a}$ , at each occurrence, is independently selected from H, OH, Cl, F, Br I, CN,  $NO_2$ ,  $CF_3$ , and  $C_1$ - $C_4$  alkyl;

R<sup>7b</sup> is independently selected from H, methyl, ethyl, propyl, and butyl;

Ring B is selected from  $\,$ 

 $R^{10}$  is H,  $C(=0)R^{17}$ ,  $C(=0)OR^{17}$ ,  $C(=0)NR^{18}R^{19}$ ,  $S(=0)_2NR^{18}R^{19}$ ,  $S(=0)_2R^{17}$ ;

 $C_1-C_6$  alkyl optionally substituted with 0-2  $R^{10a}$ ;

 $C_6-C_{10}$  aryl substituted with 0-4  $R^{10b}$ ;

 $C_3-C_{10}$  carbocycle substituted with  $\setminus 0-3$  R<sup>10b</sup>; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>10b</sup>;

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R<sup>10a</sup>, at each occurrence, is independently selected from H,  $C_1$ - $C_6$  alkyl,  $OR^{14}$ , Cl, F, Br, I, =0, CN,  $NO_2$ ,  $NR^{15}R^{16}$ ,  $CF_3$ , or phenyl substituted with 0-4  $R^{10b}$ ;

 $R^{10b}$ , at each occurrence, is independently selected from H, OH,  $C_1$ - $C_6$  alkyl,  $C_1$ - $C_4$  alkoxy, Cl, F, Br, I, CN,  $NO_2$ ,  $NR^{15}R^{16}$ , or  $CF_3$ ;

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- R<sup>11</sup>, at each occurrence, is independently selected from H,  $C_1$ - $C_4$  alkoxy, Cl, F, Br, I, CN,  $NO_2$ ,  $NR^{18}R^{19}$ ,  $C(=0)R^{17}$ ,  $C(=0)R^{18}R^{19}$ ,  $S(=0)_2NR^{18}R^{19}$ ,  $CF_3$ ;  $C_1$ - $C_6$  alkyl optionally substituted with 0-3  $R^{11a}$ ;  $C_6$ - $C_{10}$  aryl substituted with 0-3  $R^{11b}$ ;  $C_3$ - $C_{10}$  carbocycle substituted with 0-3  $R^{11b}$ ; or 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3  $R^{11b}$ ;
- $R^{11a}$ , at each occurrence, is independently selected from H,  $C_1$ - $C_6$  alkyl,  $OR^{14}$ , Cl, F, Br, I, =0, CN,  $NO_2$ ,  $NR^{15}R^{16}$ ,  $CF_3$ , or phenyl substituted with 0-3  $R^{11b}$ ;
- $\rm R^{11b},$  at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=0)CH<sub>3</sub>, S(=0)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy;
- Z is  $C_1$ - $C_6$  alkyl substituted with 1-3  $R^{12}$ ;  $C_2$ - $C_4$  alkenyl substituted with 1-3  $R^{12}$ ;  $C_2$ - $C_4$  alkynyl substituted with 1-3  $R^{12}$ ;  $C_6$ - $C_{10}$  aryl substituted with 0-4  $R^{12}$ b;  $C_3$ - $C_{10}$  carbocycle substituted with 0-4  $R^{12}$ b; or 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, exygen, and

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sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3  $R^{12b}$ ;

 $R^{12}$ , at each occurrence, is independently selected from  $C_6-C_{10}$  aryl substituted with 0-4  $R^{12b}$ ;

 $C_3-C_{10}$  carbocycle substituted with 0-4  $R^{12b}$ ; or

- 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>12b</sup>;
- R<sup>12b</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=0)CH<sub>3</sub>, S(=0)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy;
- $R^{13}$ , at each occurrence, is independently selected from H, OH,  $C_1$ - $C_6$  alkyl,  $C_1$ - $C_4$  alkoxy, Cl, F, Br, I, CN,  $NO_2$ ,  $NR^{15}R^{16}$ , and  $CF_3$ ;
- $R^{14}$  is H, phenyl, benzyl,  $C_1$ -C<sub>6</sub> alkyl, or C<sub>2</sub>-C<sub>6</sub> alkoxyalkyl;
- R<sup>14a</sup> is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;
- $R^{15}$ , at each occurrence, is independently selected from H,  $C_1$ - $C_6$  alkyl, benzyl, phenethyl  $(C_1-C_6$  alkyl)-C(=0)-, and  $(C_1-C_6$  alkyl)- $S(=0)_2$ -;
- $R^{16}$ , at each occurrence, is independently selected from H, OH,  $C_1$ - $C_6$  alkyl, benzyl, phenethyl,  $(C_1$ - $C_6$  alkyl)-C(=0)-, and  $(C_1$ - $C_6$  alkyl)-S(=0)<sub>2</sub>-;
- $R^{17}$  is H,  $C_1$ - $C_6$  alkyl,  $C_2$ - $C_6$  alkoxyalkyl aryl substituted by 0-4  $R^{17a}$ , or  $-CH_2$ -aryl substituted by 0-4  $R^{17a}$ ;

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R<sup>174</sup> is H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, -OH, F, Cl, Br, I, CF<sub>3</sub>, OCF<sub>3</sub>, SCH<sub>3</sub>, S(0)CH<sub>3</sub>,  $SO_2$ CH<sub>3</sub>, -NH<sub>2</sub>, -N(CH<sub>3</sub>)<sub>2</sub>, or C<sub>1</sub>-C<sub>4</sub> haloalkyl;

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R<sup>18</sup>, at each occurrence, is independently selected from H,  $C_1-C_6$  alkyl, phenyl, benzyl, phenethyl,  $(C_1-C_6$  alkyl)-C(=0)-, and  $(C_1-C_6$  alkyl)- $S(=0)_2$ -; and

 $R^{19}$ , at each occurrence, is independently selected from H, OH,  $C_1$ - $C_6$  alkyl, phenyl, benzyl, phenethyl,  $(C_1-C_6$  alkyl)-C(=0)-, and  $(C_1-C_6$  alkyl)- $S(=0)_2$ -;

provided, when  $R^{13}$  is H, then Z is  $C_4-C_6$  alkyl substituted with 1-3  $R^{12}$ ;  $C_2-C_4$  alkenyl substituted with 1-3  $R^{12}$ ; or  $C_2-C_4$  alkynyl substituted with 1-3  $R^{12}$ .

14. (Amended) A compound according to Claim 13 of Formula (Ia")

or a pharmaceutically acceptable salt thereof, wherein:

 $R^3$  is  $-(CHR^7)_n-R^4$ ,

n is 0 or 1;

R<sup>3a</sup> is H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, allyl, or 3-buten 1-yl;

 $\mbox{R}^{4}$  is H, OH,  $\mbox{OR}^{14a},$   $\mbox{C}_{1}\mbox{-C}_{4} \mbox{ alkyl substituted with 0-2 } \mbox{R}^{4a},$ 

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 $C_2$ - $C_4$  alkenyl substituted with 0-2  $R^{4a}$ ,  $C_2$ - $C_4$  alkynyl substituted with 0-1  $R^{4a}$ ,  $C_3$ - $C_6$  carbocycle substituted with 0-3  $R^{4b}$ ,

c37C6 carbocycle substituted with 0-3 R-2

 $C_6 - c_{10}$  aryl substituted with 0-3 R<sup>4b</sup>, or

- 5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R4b;
- ${\rm R}^{4a},$  at each occurrence, is independently selected from H, F, Cl, Br, I, CF3,

 $C_3-C_6$  carbocycle substituted with 0-3  $R^{4b}$ ,

phenyl substituted with 0-3 R4b, or

- 5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with  $0-3\ R^{4b}$ ;
- $R^{4b}$ , at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>,  $NR^{15}R^{16}$ ,  $CF_3$ , acetyl,  $SCH_3$ ,  $S(=0)CH_3$ ,  $S(=0)_2CH_3$ ,  $C_1-C_4$  alkyl,  $C_1-C_3$  alkoxy,  $C_1-C_2$  haloalkyl, and  $C_1-C_2$  haloalkoxy;

 $R^5$  is H,  $OR^{14}$ ;

 $C_1-C_4$  alkyl substituted with 0-3  $R^{5b}$ ;

 $C_2-C_4$  alkenyl substituted with 0-3  $R^{5b}$ ;

 $C_2-C_4$  alkynyl substituted with 0-3  $R^{5b}$ ;

 $R^{5a}$  is H, methyl, ethyl, propyl, or butyl;

 $R^{5b}$ , at each occurrence, is independently selected from: H, methyl, ethyl, propyl, butyl,  $CF_3$ ,  $OR^{14}$ , Cl, F, Br, I, =0;

 $C_3-C_6$  carbocycle substituted with 0 - 3  $R^{5c}$ ;

phenyl substituted with 0-3  $R^{5c}$ ; or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and

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sulphur, wherein said 5 to 6 membered heterocycle is substituted with  $0-3\ R^{5c}$ ;

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 $R^{5c}$ , at each occurrence, is independently selected from H, OH, Cl, F, Rr, I, CN,  $NO_2$ ,  $NR^{15}R^{16}$ ,  $CF_3$ , acetyl,  $SCH_3$ ,  $S(=0)CH_3$ ,  $S(=0)_2CH_3$ ,  $C_1-C_4$  alkyl,  $C_1-C_3$  alkoxy,  $C_1-C_2$  haloalkyl, and  $C_1-C_2$  haloalkoxy;

 $R^6$  is H;

 $\mathbb{R}^7$ , at each occurrence, is independently selected from H, F,  $\mathbb{CF}_3$ , methyl, and ethyl;

Ring B is selected from

 $R^{10}$  is H, C(=0) $R^{17}$ , C(=0) $OR^{17}$ ;

 $C_1$ - $C_4$  alkyl optionally substituted with 0-1  $R^{10a}$ ; phenyl substituted with 0-4  $R^{10b}$ ;

 $C_3-C_6$  carbocycle substituted with 0-3  $R^{10b}$ ; or

- 5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>10b</sup>;
- $R^{10a}$  is selected from H,  $C_1$ - $C_4$  alkyl,  $OR^{12}$ , Cl, F, Br, I, =0, CN,  $NO_2$ ,  $NR^{15}R^{16}$ ,  $CF_3$ , or phenyl substituted with 0-4  $R^{10b}$ ;
- $R^{10b}$ , at each occurrence, is independently selected from H, OH,  $C_1$ - $C_4$  alkyl,  $C_1$ - $C_3$  alkoxy, Cl, F, Br, I, CN,  $NO_2$ ,  $NR^{15}R^{16}$ , or  $CF_3$ ;

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R<sup>11</sup> is selected from

 $H_{V}$  C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, NR<sup>18</sup>R<sup>19</sup>, C(=0)R<sup>17</sup>, C(=0)OR<sup>17</sup>, CF<sub>3</sub>;

 $C_1 \setminus C_6$  alkyl optionally substituted with 0-3  $R^{11a}$ ;

 $C_6$ - $C_{10}$  aryl substituted with 0-3 R<sup>11b</sup>;

 $C_3-C_0$  carbocycle substituted with 0-3  $R^{11b}$ ; or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>11b</sup>;

 $R^{11a}$ , at each occurrence, is independently selected from H,  $C_1-C_4$  alkyl,  $OR^{14}$ , F, =0,  $NR^{15}R^{16}$ ,  $CF_3$ , or phenyl substituted with 0-3  $R^{11b}$ ;

 $R^{11b}$ , at each occurrence, is independently selected from H, OH, Cl, F,  $NR^{15}R^{16}$ ,  $CF_3$ ,  $C_1$ - $C_4$  alkyl,  $C_1$ - $C_3$  alkoxy,  $C_1$ - $C_2$  haloalkyl, and  $C_1$ - $C_2$  haloalkoxy;

Z is  $C_1-C_4$  alkyl substituted with 1-3  $R^{12}$ ;

 $C_2-C_4$  alkenyl substituted with 1-3  $R^{12}$ ;

 $C_2-C_4$  alkynyl substituted with 1-3  $R^{12}$ ;

 $C_6-C_{10}$  aryl substituted with 0-4  $R^{12b}$ ;

 $C_3$ - $C_6$  carbocycle substituted with 0-4  $R^{12b}$ ; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>12b</sup>

 $R^{12}$ , at each occurrence, is independently selected from  $C_6-C_{10}$  aryl substituted with 0-4  $R^{12b}$ ;

 $C_3-C_6$  carbocycle substituted with 0-4  $R^{12b}$ ; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>12b</sup>;

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 $R^{12b}$ \ at each occurrence, is independently selected from H, OH, Cl, F,  $NR^{15}R^{16}$ ,  $CF_3$ , acetyl,  $SCH_3$ ,  $S(=0)CH_3$ ,  $S(=0)_2CH_3$ ,  $C_1-C_4$  alkyl,  $C_1-C_3$  alkoxy,  $C_1-C_2$  haloalkyl, and  $C_1 \setminus C_2$  haloalkoxy;

R13, at each occurrence, is independently selected from H, OH,  $C_1$ - $C_6$  alkyl,  $C_1$ - $C_4$  alkoxy, Cl, F, Br, I, CN,  $NO_2$ ,  $NR^{15}R^{1}$ , and  $CF_3$ ;

 $R^{14}$  is H, pheryl, benzyl,  $C_1-C_4$  alkyl, or  $C_2-C_4$  alkoxyalkyl;

- $\mathbb{R}^{15}$ , at each occurrence, is independently selected from H,  $\mathbb{C}_{1}$ - $C_4$  alkyl, benzyl, phenethyl,  $(C_1-C_4$  alkyl)-C(=0)-, and  $(C_1-C_4 \text{ alkyl})-S(=0)_2-;$
- R<sup>16</sup>, at each occurrence, is independently selected from H, OH,  $C_1-C_4$  alkyl, benzyl, phenethyl,  $(C_1-C_4 \text{ alkyl})-C(=0)-$ , and  $(C_1-C_4 \text{ alkyl})-S(=0)_2-$ ;
- R<sup>17</sup> is H, methyl, ethyl, propyl, butyl, methoxymethyl, ethoxymethyl, methoxyethyl, ethoxyethyl, phenyl substituted by  $0-3 R^{17a}$ , or -CH<sub>2</sub>-phenyl substituted by 0-3  $R^{17a}$ ;
- $R^{17a}$  is H, methyl, methoxy, -0M, F, Cl, CF<sub>3</sub>, or OCF<sub>3</sub>;
- R<sup>18</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and
- R<sup>19</sup>, at each occurrence, is independently selected from H, methyl, and ethyl;

provided, when  $R^{13}$  is H, then Z is butyl substituted with 1-3  $R^{12}$ ;  $C_2-C_4$  alkenyl substituted with 1-3 R<sup>12</sup>; or C2-C4 alkynyl substituted with 1-3

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(Twice Amended) A compound according to Claim 14 of Formula (Ic):

$$H_2N$$
 $R^3$ 
 $O$ 
 $R^5$ 
 $N$ 
 $N$ 
 $Z$ 
 $R^{13}$ 
 $R^{13}$ 

(Ic)

or a pharmaceutically acceptable salt thereof wherein

 $R^3$  is  $R^4$ ,

 $R^4$  is  $C_1$ - $C_4$  alkyl substituted with 0-1  $R^{4a}$ ,  $C_2$ - $C_4$  alkenyl substituted with 0-1  $R^{4a}$ , or  $C_2$ - $C_4$  alkynyl substituted with 0-1  $R^{4a}$ ;

 $\ensuremath{\mathrm{R}^{4a}}$  is selected from H, F,  $\ensuremath{\mathrm{CF}_3}\,,$ 

 $C_3-C_6$  carbocycle substituted with 0-3  $R^{4b}$ , phenyl substituted with 0-3  $R^{4b}$ , or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R4b; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

 $R^{4b}$ , at each occurrence, is independently selected from H, OH, C1, F,  $NR^{15}R^{16}$ ,  $CF_3$ , acetyl,  $SCH_3$ ,  $S(=0)CN_3$ ,  $S(=0)_2CH_3$ , methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy,  $C_1-C_2$  haloalkyl, and  $C_1-C_2$  haloalkoxy;

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is  $C_1-C_4$  alkyl substituted with 0-1  $R^{5b}$ ;  $C_2-C_4$  alkenyl substituted with 0-1  $R^{5b}$ ;  $c_{2}$ -C<sub>4</sub> alkynyl substituted with 0-1 R<sup>5b</sup>; R<sup>5b</sup> is selected from:

H, methyl, ethyl, propyl, butyl,  $CF_3$ ,  $OR^{14}$ , =0;  $C_3-C_6$ \carbocycle substituted with 0-2 R<sup>5c</sup>; phenyl\substituted with 0-3 R<sup>5c</sup>; or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur wherein said 5 to 6 membered heterocycle is substituted with 0-3 R5c; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, \furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R<sup>5c</sup>, at each occurrence, is independently selected from H, OH, Cl, F,  $NR^{15}R^{16}$ ,  $CF_3$ \ acetyl,  $SCH_3$ ,  $S(=0)CH_3$ ,  $S(=0)_2CH_3$ , methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy,  $C_1-C_2$  haloalkyl, and  $C_1-C_2$  haloalkoxy;

 $R^{11}$  is selected from H,  $NR^{18}R^{19}$ ,  $CF_3$ ;

C<sub>1</sub>-C<sub>4</sub> alkyl optionally substituted with 0-1 R<sup>11a</sup>; phenyl substituted with  $0-3\ R^{11b}$ ;

 $C_3-C_6$  carbocycle substituted\with 0-3  $R^{11b}$ ; or

5 to 6 membered heterocycle dontaining 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6\membered heterocycle is substituted with 0-3 R11b; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, \and tetrazolyl;

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 $R^{11a}$  is selected from H,  $C_1-C_4$  alkyl,  $OR^{14}$ , F, =0,  $NR^{15}R^{16}$ ,  $CF_3$ , or phenyl substituted with 0-3  $R^{11b}$ ;

 $R^{11b}$ , at each occurrence, is independently selected from H, OH, Cl, F,  $NR^{15}R^{16}$ ,  $CF_3$ , methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy,  $C_1$ - $C_2$  haloalkyl, and  $C_1$ - $C_2$  haloalkoxy;

Z is C<sub>1</sub>-C<sub>3</sub> alkenyl substituted with 1-3 R<sup>12</sup>;
C<sub>2</sub>-C<sub>3</sub> alkenyl substituted with 1-3 R<sup>12</sup>;
C<sub>2</sub>-C<sub>3</sub> alkynyl substituted with 1-3 R<sup>12</sup>;
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>;
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>12b</sup>; or
5 to 6 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 6 membered heterocycle is
substituted with 0-3 R<sup>12b</sup>; wherein said 5 to 6
membered heterocycle is selected from pyridinyl,
pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,
pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,
imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R<sup>12</sup>, at each occurrence, is independently selected from C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>; C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>12b</sup>; or 5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>12b</sup>; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

 ${\bf R}^{12b},$  at each occurrence, is independently selected from

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H, OH, Cl, F,  $NR^{15}R^{16}$ ,  $CF_3$ , acetyl,  $SCH_3$ ,  $S(=0)CH_3$ ,  $S(=0)_2CH_3$ , methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy,  $C_1-C_2$  haloalkyl, and  $C_1-C_2$  haloalkoxy;

R<sup>13</sup>, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN, NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>;

R<sup>14</sup> is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

R<sup>15</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;

R<sup>16</sup>, at each occurrence, is independently selected from H, OH, methyl, ethyl propyl, butyl, benzyl, phenethyl, methyl-C(=0)-, ethyl-C(=0)-, methyl-S(=0)<sub>2</sub>-, and ethyl-S(=0)<sub>2</sub>-;

R<sup>18</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

R<sup>19</sup>, at each occurrence, is independently selected from H, methyl, and ethyl;

provided, when  $R^{13}$  is H, then Z is  $C_2$ - $C_3$  alkenyl substituted with 1-3  $R^{12}$ ; or  $C_2$ - $C_3$  alkynyl substituted with 1-3  $R^{12}$ .

18. (Twice Amended) A compound according to Claim 14 of Formula (Ie):

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(Ie)

or\a pharmaceutically acceptable salt thereof wherein:

 $R^3$  is  $R^4$ 

 $R^4$  is  $C_1-C_4$  alkyl substituted with 0-1  $R^{4a}$ ,  $C_2-C_4$  alkenyl substituted with 0-1  $R^{4a}$ , or  $C_2-C_4$  alkynyl substituted with 0-1  $R^{4a}$ ;

R4a is selected from

H, F, CF3,

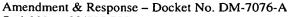
 $C_3$ - $C_6$  carbocycle substituted with 0-3  $R^{4b}$ , phenyl substituted with 0-3  $R^{4b}$ , or

- 5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>4b</sup>; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;
- $R^{4b}$ , at each occurrence, is independently selected from H, OH, C1, F,  $NR^{15}R^{16}$ ,  $CF_3$ , acetyl,  $SCH_3$ ,  $S(=0)CH_3$ ,  $S(=0)_2CH_3$ , methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy,  $C_1-C_2$  haloalkyl, and  $C_1-C_2$  haloalkoxy;
- $R^5$  is  $C_1-C_4$  alkyl substituted with 0-1  $R^{5b}$ ;  $C_2-C_4$  alkenyl substituted with 0-1  $R^{5b}$ ;  $C_2-C_4$  alkynyl substituted with 0-1  $R^{5b}$ ;

R<sup>5b</sup> is selected from:

H, methyl, ethyl, propyl, butyl,  $CF_3$ ,  $OR^{14}$ , =0;  $C_3$ - $C_6$  carbocycle substituted with 0-2  $R^{5c}$ ; phenyl substituted with 0-3  $R^{5c}$ ; or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen oxygen, and



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sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>5c</sup>; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

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- $R^{5c}$ , at each occurrence, is independently selected from H, OH, Cl, F,  $NR^{15}R^{16}$ ,  $CF_3$ , acetyl,  $SCH_3$ ,  $S(=0)CH_3$ ,  $S(=0)_2CH_3$ , methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy,  $C_1-C_2$  haloalkyl, and  $C_1-C_2$  haloalkoxy;
- R<sup>10</sup> is H, C(=0)R<sup>17</sup>, C(=0)OR<sup>17</sup>;

  C<sub>1</sub>-C<sub>4</sub> alkyl optionally substituted with 0-1 R<sup>10a</sup>;

  phenyl substituted with 0-4 R<sup>10b</sup>;

  C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>10b</sup>; or

  5 to 6 membered heterocycle containing 1 to 4

  heteroatoms selected from nitrogen, oxygen, and

  sulphur, wherein said 5 to 6 membered heterocycle is

  substituted with 0-3 R<sup>10b</sup>; wherein said 5 to 6

  membered heterocycle is selected from pyridinyl,

  pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,

  pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,

  imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;
- $\rm R^{10a}$  is selected from H, methyl, ethyl, propyl, butyl,  $\rm OR^{14}$  , Cl, F, =0,  $\rm NR^{15}R^{16}$  , CF3, or phenyl substituted with 0-4  $\rm R^{10b}$  :
- $R^{10b}$ , at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, Cl, F,  $NR^{15}R^{16}$ , and  $CF_3$ ;
- Z is  $C_1-C_3$  alkyl substituted with 1-3  $R^{12}$ ;  $C_2-C_3$  alkenyl substituted with 1-3  $R^{12}$ ;  $C_2-C_3$  alkynyl substituted with 1-3  $R^{12}$ ;  $C_6-C_{10}$  aryl substituted with 0-4  $R^{12b}$ ;

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C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>12b</sup>; or to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>12b</sup>; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

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- R<sup>12</sup>, at each occurrence, is independently selected from C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>; C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>12b</sup>; or 5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>12b</sup>; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;
- $R^{12b}$ , at each occurrence, is independently selected from H, OH, Cl, F,  $NR^{15}R^{16}$ ,  $CF_3$ , acetyl,  $SCH_3$ ,  $S(=0)CH_3$ ,  $S(=0)_2CH_3$ , methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy,  $C_1-C_2$  haloalkyl, and  $C_1-C_2$  haloalkoxy;
- $R^{13}$ , at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN,  $NR^{15}R^{16}$ , and CF;
- R<sup>14</sup> is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;
- R<sup>15</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;
- R16, at each occurrence, is independently selected from

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      H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl,
      methyl-C(=0)-, ethyl-C(=0)-,
      meth\chi 1-S(=0)_2-, and eth\chi 1-S(=0)_2-;
R<sup>17</sup> is H, methyl, ethyl, propyl, butyl, methoxymethyl,
      ethoxymethyl, methoxyethyl, ethoxyethyl,
      phenyl substituted by 0-3 R<sup>17a</sup>, or
      -CH<sub>2</sub>-phenyl\substituted by 0-3 R^{17a};
R<sup>17a</sup> is H, methyl, methoxy, -OH, F, Cl, CF<sub>3</sub>, or OCF<sub>3</sub>;
R<sup>18</sup>, at each occurrence is independently selected from
      H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and
      phenethyl; and
R<sup>19</sup>, at each occurrence, is independently selected from
      H, methyl, and ethyl;
provided, when R^{13} is H,
then Z is C_2-C_3 alkenyl substituted with 1-3 R^{12}; or
           C_2-C_3 alkynyl substituted with 1-3 R^{12}.
20. (Twice Amended) A compound according to one of Claims 16,
      18, or 26 wherein:
R^3 is -CH_3, -CH_2CH_3, -CH_2CH_2CH_3, -CH_2CH_2CH_3,
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20. (Twice Amended) A compound according to one of Claims 16
18, or 26 wherein:

R<sup>3</sup> is -CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>3</sub>,
-CH(CH<sub>3</sub>)<sub>2</sub>, -CH(CH<sub>3</sub>)CH<sub>2</sub>CH<sub>3</sub>, -CH<sub>2</sub>CH(CH<sub>3</sub>)<sub>2</sub>,
-CH<sub>2</sub>CF<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CF<sub>3</sub>, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CF<sub>3</sub>,
-CH=CH<sub>2</sub>, -CH<sub>2</sub>CH=CH<sub>2</sub>, -CH<sub>2</sub>C(CH<sub>3</sub>)=CH<sub>2</sub>,
-CH<sub>2</sub>CH=CH<sub>2</sub>,
-CH<sub>2</sub>CH=CH<sub>2</sub>,
cis-CH<sub>2</sub>CH=CH(CH<sub>3</sub>),
trans-CH<sub>2</sub>CH=CH(CH<sub>3</sub>))
-C=CH, -CH<sub>2</sub>C=CH, -CH<sub>2</sub>C=C(CH<sub>3</sub>),
cyclopropyl-CH<sub>2</sub>-, cyclobutyl-CH<sub>2</sub>-, cyclopentyl-CH<sub>2</sub>-,
cyclobutyl-CH<sub>2</sub>-, cyclopentyl-CH<sub>2</sub>CH<sub>2</sub>-,
cyclobutyl-CH<sub>2</sub>CH<sub>2</sub>-, cyclopentyl-CH<sub>2</sub>CH<sub>2</sub>-,
cyclohexyl-CH<sub>2</sub>CH<sub>2</sub>-, phenyl-CH<sub>2</sub>-,

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        (2 + F - pheny1) CH_2 - (3 - F - pheny1) CH_2 - (4 -
        (2-c1-pheny1)CH_2-, (3-C1-pheny1)CH_2-, (4-C1-pheny1)CH_2-,
        (2,3 + diF-pheny1)CH_2-, (2,4-diF-pheny1)CH_2-,
        (2,5-diF-phenyl)CH<sub>2</sub>-, (2,6-diF-phenyl)CH<sub>2</sub>-,
        (3,4-diF-pheny1)CH_2-, (3,5-diF-pheny1)CH_2-,
        (2,3-diCl-phenyl)CH<sub>2</sub>-, (2,4-diCl-phenyl)CH<sub>2</sub>-,
        (2,5-di\alpha 1-phenyl)CH_2-, (2,6-dicl-phenyl)CH_2-,
        (3,4-diC_1-pheny1)CH_2-, (3,5-diCl-pheny1)CH_2-,
        (3-F-4-C1-pheny1)CH<sub>2</sub>-, (3-F-5-C1-pheny1)CH<sub>2</sub>-,
       (3-C1-4-F-heny1)CH_2-, phenyl-CH<sub>2</sub>CH<sub>2</sub>-,
       (2-F-phenyl)CH_2CH_2-, (3-F-phenyl)CH_2CH_2-,
       (4-F-pheny1) \Diamond H_2CH_2-, (2-C1-pheny1) CH_2CH_2-,
       (3-Cl-phenyl) \mathcal{C}H_2CH_2-, (4-Cl-phenyl) CH_2CH_2-,
       (2,3-diF-pheny) CH<sub>2</sub>CH<sub>2</sub>-, (2,4-diF-pheny) CH<sub>2</sub>CH<sub>2</sub>-,
       (2,5-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2,6-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
       (3,4-diF-phenyl) (3,5-diF-phenyl) (3,5-diF-phenyl) (3,5-diF-phenyl)
       (2,3-diCl-phenyl) (2,4-diCl-phenyl) (2,4-diCl-phenyl) (2,4-diCl-phenyl)
       (2,5-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2,6-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
       (3, 4-diCl-phenyl)CH_2CH_2-, (3, 5-diCl-phenyl)CH_2CH_2-,
       (3-F-4-Cl-pheny1)CH<sub>2</sub>\dot{Q}H<sub>2</sub>-, or <math>(3-F-5-Cl-pheny1)CH<sub>2</sub>CH<sub>2</sub>-,
R^5 is -CH_3, -CH_2CH_3, -CH_2CH_3, -CH(CH_3)_2, -CH_2CH_2CH_3,
      -CH(CH_3)CH_2CH_3, -CH_2CH(CH_3)_2, -CH_2C(CH_3)_3,
      -CH_2CH_2CH_2CH_3, -CH(CH_3)CH_2CH_2CH_3, -CH_2CH(CH_3)CH_2CH_3,
      -CH_2CH_2CH(CH_3)_2, -CH(CH_2CH_3)_2, -CH_2CF_3, -CH_2CH_2CF_3,
      -CH_2CH_2CH_2CF_3, -CH_2CH_2CH_2CH_2CF_3, -CH_2CH_2CH_2CH_2,
      -CH=CHCH<sub>3</sub>, cis-CH<sub>2</sub>CH=CH(CH<sub>3</sub>)\, trans-CH<sub>2</sub>CH=CH(CH<sub>3</sub>),
      trans-CH<sub>2</sub>CH=CH(C<sub>6</sub>H<sub>5</sub>), -CH<sub>2</sub>CH=(CH_3)_2, cis-CH<sub>2</sub>CH=CHCH<sub>2</sub>CH<sub>3</sub>,
      trans-CH<sub>2</sub>CH=CHCH<sub>2</sub>CH<sub>3</sub>, cis-CH<sub>2</sub>CH<sub>2</sub>CH=CH(CH<sub>3</sub>),
      trans-CH_2CH_2CH=CH(CH_3), trans-CH_2CH=CHCH_2(C_6H_5),
      -C \equiv CH, -CH_2C \equiv C(CH_3), -CH_2C \equiv C(C_6H_5),
      -CH_2CH_2C \equiv CH, -CH_2CH_2C \equiv C(CH_3), -CH_2CH_2C \equiv C(C_6H_5),
      cyclopropyl-CH_2-, cyclobutyl-CH_2-, cyclopentyl-CH_2-,
      cyclohexyl-CH<sub>2</sub>-, (2-CH<sub>3</sub>-cyclopropyl\CH<sub>2</sub>-,
      (3-CH_3-cyclobutyl)CH_2-,
      cyclopropyl-CH<sub>2</sub>CH<sub>2</sub>-, cyclobutyl-CH<sub>2</sub>CH<sub>2</sub>\-
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cyclopentyl-CH2CH2-, cyclohexyl-CH2CH2-

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   (2 \cdot CH_3 - cyclopropy1) CH_2CH_2 - , (3 - CH_3 - cyclobuty1) CH_2CH_2 - ,
   phenyl-CH<sub>2</sub>-, (2-F-phenyl)CH<sub>2</sub>-, (3-F-phenyl)CH<sub>2</sub>-,
   (4-F-phenyl)CH<sub>2</sub>-, furanyl-CH<sub>2</sub>-, thienyl-CH<sub>2</sub>-,
   pyridyl-CH_2-, 1-imidazolyl-CH_2-, oxazolyl-CH_2-,
   isoxazo[1y1-CH<sub>2</sub>-,
   phenyl-CH_2CH_2-, (2-F-phenyl)CH_2CH_2-, (3-F-phenyl)CH_2CH_2-,
   (4-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, furanyl-CH<sub>2</sub>CH<sub>2</sub>-, thienyl-CH<sub>2</sub>CH<sub>2</sub>-,
   pyridyl-ChcH2-, 1-imidazolyl-CH2CH2-, oxazolyl-CH2CH2-,
   isoxazolyl-CH2CH2-;
Z is phenyl, 2-k-phenyl, 3-F-phenyl, 4-F-phenyl,
  2-Cl-phenyl, 3-Cl-phenyl, 4-Cl-phenyl, 2,3-dif-phenyl,
   2,4-diF-phenyl, 2,5-diF-phenyl, 2,6-diF-phenyl,
   3,4-diF-phenyl, \emptyset,5-diF-phenyl, 2,3-diCl-phenyl,
  2,4-diCl-phenyl, \(\frac{1}{2}\),5-diCl-phenyl, 2,6-diCl-phenyl,
  3,4-diCl-phenyl, 3,5-diCl-phenyl, 3-F-4-Cl-phenyl,
  3-F-5-Cl-phenyl, 3-Cl-4-F-phenyl, 2-MeO-phenyl,
  3-MeO-phenyl, 4-MeO\phenyl, 2-Me-phenyl, 3-Me-phenyl,
  4-Me-phenyl, 2-MeS-phenyl, 3-MeS-phenyl, 4-MeS-phenyl,
  2-CF_3O-phenyl, 3-CF_3O-phenyl, 4-CF_3O-phenyl,
  furanyl, thienyl, pyridyl, 2-Me-pyridyl, 3-Me-pyridyl,
      4-Me-pyridyl, 1-imida olyl, oxazolyl, isoxazolyl,
  cyclopropyl, cyclobutyl, \cyclopentyl, cyclohexyl,
     N-piperidinyl,
  phenyl-CH<sub>2</sub>-, (2-F-phenyl)CH_2-, (3-F-phenyl)CH_2-,
  (4-F-pheny1)CH<sub>2</sub>-, (2-C1-pheny1)CH<sub>2</sub>-, (3-C1-pheny1)CH<sub>2</sub>-, (4-
        Cl-phenyl)CH_2-, (2,3-diR-phenyl)CH<sub>2</sub>-,
   (2,4-diF-phenyl)CH<sub>2</sub>-, (2,5-diF-phenyl)CH<sub>2</sub>-,
   (2,6-diF-phenyl)CH_2-, (3,4-diF-phenyl)CH_2-,
   (3,5-diF-phenyl)CH_2-, (2,3-diC1-phenyl)CH_2-,
   (2,4-diCl-phenyl)CH_2-, (2,5-diC\-phenyl)CH_2-,
  (2,6-diCl-phenyl)CH<sub>2</sub>-, (3,4-diCl\{phenyl)CH<sub>2</sub>-,
   (3,5-diCl-phenyl)CH<sub>2</sub>-, (3-F-4-Cl-phenyl)CH<sub>2</sub>-,
   (3-F-5-Cl-phenyl)CH_2-, (3-Cl-4-F-phenyl)CH_2-,
   (2-MeO-phenyl)CH<sub>2</sub>-, (3-MeO-phenyl)QH<sub>2</sub>-,
  (4-MeO-phenyl)CH_2-, (2-Me-phenyl)CH_2-,
  (3-Me-pheny1)CH<sub>2</sub>-, (4-Me-pheny1)CH<sub>2</sub>-
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(2 \mid MeS-pheny1) CH_2-, (3-MeS-pheny1) CH_2-,
                     4-MeS-phenyl)CH<sub>2</sub>-, (2-CF<sub>3</sub>O-phenyl)CH<sub>2</sub>-,
                     (3-CF_3O-phenyl)CH_2-, (4-CF_3O-phenyl)CH_2-,
                     (furanyl)CH<sub>2</sub>-, (thienyl)CH<sub>2</sub>-, (pyridyl)CH<sub>2</sub>-,
                      (2-Me-pyridyl)CH<sub>2</sub>-, (3-Me-pyridyl)CH<sub>2</sub>-,
50h
                     (4-Me-p)ridyl)CH_2-, (1-imidazolyl)CH_2-,
                     (oxazoly1)CH_2-, (isoxazoly1)CH_2-,
                     (cyclopropyl)CH<sub>2</sub>-, (cyclobutyl)CH<sub>2</sub>-, (cyclopentyl)CH<sub>2</sub>-,
                     (\text{cyclohexy}_{1})\text{CH}_{2}-, (\text{N-piperidinyl})\text{CH}_{2}-,
                     phenyl-CH_2CH_2, (phenyl)<sub>2</sub>CHCH<sub>2</sub>-, (2-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
                     (3-F-phenyl)CH_2CH_2-, (4-F-phenyl)CH_2CH_2-,
                     (2-Cl-phenyl)CH_2CH_2-, (3-Cl-phenyl)CH_2CH_2-,
                     (4-Cl-phenyl)CH_2CH_2-, (2,3-diF-phenyl)CH_2CH_2-,
                     (2,4-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2,5-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
                     (2,6-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (3,4-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
                     (3,5-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2,3-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
                     (2,4-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2,5-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
                     (2,6-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (3,4-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
                     (3,5-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (3-F-4-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
                     (3-F-5-C1-pheny1)CH<sub>2</sub>CH<sub>2</sub>, (3-C1-4-F-pheny1)CH<sub>2</sub>CH<sub>2</sub>,
                     (2-MeO-pheny1)CH_2CH_2-, (\S-MeO-pheny1)CH_2CH_2-,
                     (4-MeO-phenyl)CH_2CH_2-, (2\mbox{\em Me-phenyl})CH_2CH_2-,
                     (3-Me-pheny1)CH<sub>2</sub>CH<sub>2</sub>-, (4-Me-pheny1)CH<sub>2</sub>CH<sub>2</sub>-,
                     (2-MeS-pheny1)CH<sub>2</sub>CH<sub>2</sub>-, <math>(3-MeS-pheny1)CH<sub>2</sub>CH<sub>2</sub>-,
                     (4-MeS-pheny1)CH<sub>2</sub>CH<sub>2</sub>-, (2-CF<sub>6</sub>O-pheny1)CH<sub>2</sub>CH<sub>2</sub>-,
                     (3-CF_3O-pheny1)CH_2CH_2-, (4-CF_8O-pheny1)CH_2CH_2-,
                         (furanyl)CH<sub>2</sub>CH<sub>2</sub>-, (thienyl)CH<sub>2</sub>CH<sub>2</sub>-, (pyridyl)CH<sub>2</sub>CH<sub>2</sub>-,
                     (2-Me-pyridyl)CH<sub>2</sub>CH<sub>2</sub>-, (3-Me-pyridyl)CH<sub>2</sub>CH<sub>2</sub>-,
                     (4-Me-pyridyl)CH<sub>2</sub>CH<sub>2</sub>-, (imidazolyl)CH<sub>2</sub>CH<sub>2</sub>-,
                         (oxazolyl)CH<sub>2</sub>CH<sub>2</sub>-, (isoxazolyl)CH<sub>2</sub>CH<sub>2</sub>-,
                         (cyclopropyl)CH<sub>2</sub>CH<sub>2</sub>-, (cyclobutyl)CH<sub>2</sub>CH<sub>2</sub>-,
                         (cyclopentyl)CH_2CH_2-, (cyclohexyl)CH_2CH_2-, or
                         (N-piperidinyl) CH<sub>2</sub>CH<sub>2</sub>-;
                R^{10} is H, methyl, ethyl, phenyl, benzy, phenethyl,
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4-F-phenyl, (4-F-phenyl)CH<sub>2</sub>-, <math>(4-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,

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 $\label{eq:ch2-phenyl} $$4-Cl-phenyl, (4-Cl-phenyl)CH_2-, (4-Cl-phenyl)CH_2-, (4-CH_3-phenyl), (4-CH_3-phenyl)CH_2-, (4-CH_3-phenyl)CH_2-, (4-CH_3-phenyl)CH_2-, or (4-CF_3-phenyl)CH_2-;$ 

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R<sup>11</sup>, at each occurrence, is independently selected from H, =0, methyl, ethyl, phenyl, benzyl, phenethyl, 4-F-phenyl, (4-F-phenyl)CH<sub>2</sub>-, (4-F-phenyl)CH<sub>2</sub>-, 3-F-phenyl, (3-F-phenyl)CH<sub>2</sub>-, (3-F-phenyl)CH<sub>2</sub>-, 2-F-phenyl, (2-F-phenyl)CH<sub>2</sub>-, (2-F-phenyl)CH<sub>2</sub>-, 4-Cl-phenyl, (4-Cl-phenyl)CH<sub>2</sub>-, (4-Cl-phenyl)CH<sub>2</sub>-,

3-Cl-phenyl,  $(4-Cl-phenyl)CH_2-$ ,  $(4-Cl-phenyl)CH_2CH_2-$ ,  $(4-Cl-phenyl)CH_2CH_2-$ ,  $(4-CH_3-phenyl)CH_2-$ ,  $(4-CH_3-phenyl)CH_2-$ ,  $(4-CH_3-phenyl)CH_2-$ ,  $(4-CH_3-phenyl)CH_2CH_2-$ ,

3-CH<sub>3</sub>-phenyl,  $(3-CH_3-phenyl)CH_2-$ ,  $(3-CH_3-phenyl)CH_2CH_2-$ ,  $(4-CF_3-phenyl)CH_2-$ ,  $(4-CF_3-phenyl)CH_2-$ ,

pyrid-2-yl, pyrid-3-yl, or pyrid-4-yl, and

 $R^{13}$ , at each occurrence, is independently selected from H, F, Cl, OH, -CH<sub>3</sub>, -CH<sub>2</sub>CH<sub>3</sub>, -OCH<sub>3</sub>, or -CF<sub>3</sub>.

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22. A pharmaceutical composition comprising a compound of Claim 1 and a pharmaceutically acceptable carrier.

500 C11 23. (Amended) A method for the treatment of Alzheimer's Disease production comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 1.

BF

25. (New) A compound according to Claim 4 of Formula (Ig):

$$H_2N$$
 $R^5$ 
 $R^5$ 
 $R^5$ 
 $R^{10}$ 
 $R^{13}$ 
 $R^{13}$ 

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or a pharmaceutically acceptable salt thereof wherein:

 $R^3$  is  $R^4$ .

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 $R^4$  is  $C_1-C_4$  alkyl substituted with 0-1  $R^{4a}$ ,  $C_2-C_4$  alkenyl substituted with 0-1  $R^{4a}$ , or  $C_2-C_4$  alkynyl substituted with 0-1  $R^{4a}$ ;

R<sup>4a</sup>, at each occurrence, is independently selected from H, F, CF<sub>3</sub>,

C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>4b</sup>,

phenyl substituted with 0-3 R<sup>4b</sup>, or

5 to 6 membered heterocycle containing 1 to 4

heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>4b</sup>; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl,

 $R^{4b}$ , at each occurrence, is independently selected from H, OH, Cl, F,  $NR^{15}R^{16}$ ,  $CF_3$ , acetyl,  $SCH_3$ ,  $S(=0)CH_3$ ,  $S(=0)_2CH_3$ , methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy,  $C_1-C_2$  haloalkyl, and  $C_1-C_2$  haloalkoxy;

oxazolyl, isoxazolyl, and tetrazolyl;

 $R^5$  is  $C_1$ - $C_4$  alkyl substituted with 0-1  $R^{5b}$ ;  $C_2$ - $C_4$  alkenyl substituted with 0-1  $R^{5b}$ ;  $C_2$ - $C_4$  alkynyl substituted with 0-1  $R^{5b}$ ;

R<sup>5b</sup> is selected from:

H, methyl, ethyl, propyl, butyl,  $CF_3$ ,  $OR^{14}$ , =0;  $C_3$ - $C_6$  carbocycle substituted with 0-2  $R^{5c}$ ; phenyl substituted with 0-3  $R^{5c}$ ; or 5 to 6 membered heterocycle containing 1 to 4

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is

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substituted with 0-3 R<sup>5c</sup>; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

B

 $R^{5c}$ , at each occurrence, is independently selected from H, OH, C1, F,  $NR^{15}R^{16}$ ,  $CF_3$ , acetyl,  $SCH_3$ ,  $S(=0)CH_3$ ,  $S(=0)_2CH_3$ , methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy,  $C_1-C_2$  haloalkyl, and  $C_1-C_2$  haloalkoxy;

 $R^{10}$  is H, C(=0) $R^{17}$ , C(=0) $OR^{17}$ ;  $C_1$ - $C_4$  alkyl optionally substituted with 0-1  $R^{10a}$ ; phenyl substituted with 0-4  $R^{10b}$ ;  $C_3$ - $C_6$  carbocycle substituted with 0-3  $R^{10b}$ ; or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>10b</sup>; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

 $\rm R^{10a}$  is selected from H, methyl, ethyl, propyl, butyl, OR  $^{14}$  , Cl, F, =0, NR  $^{15}\rm R^{16}$  , CF  $_3$  , or phenyl substituted with 0-4  $\rm R^{10b}$  ;

 $R^{10b}$ , at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, Cl, F,  $NR^{15}R^{16}$ , and  $CF_3$ ;

Z is H;

 $C_1-C_4$  alkyl substituted with 0-3  $R^{12a}$ ;  $C_2-C_4$  alkenyl substituted with 0-3  $R^{12a}$ ; or  $C_2-C_4$  alkynyl substituted with 0-3  $R^{12a}$ ;

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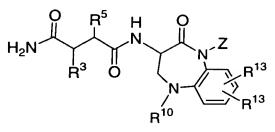
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 $R^{12a}$ , at each occurrence, is independently selected from H, OH, Cl, F,  $NR^{15}R^{16}$ ,  $CF_3$ , acetyl,  $SCH_3$ ,  $S(=0)CH_3$ ,  $S(=0)_2CH_3$ , methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy,  $C_1-C_2$  haloalkyl, and  $C_1-C_2$  haloalkoxy;



- $R^{13}$ , at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN,  $NR^{15}R^{16}$ , and  $CF_3$ ;
- R<sup>14</sup> is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;
- R<sup>15</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;
- R<sup>16</sup>, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-C(=0)-, ethyl-C(=0)-, methyl-S(=0)<sub>2</sub>-, and ethyl-S(=0)<sub>2</sub>-;
- R<sup>17</sup> is H, methyl, ethyl, propyl, butyl, methoxymethyl, ethoxymethyl, methoxyethyl, ethoxyethyl, phenyl substituted by 0-3 R<sup>17a</sup>, or -CH<sub>2</sub>-phenyl substituted by 0-3 R<sup>17a</sup>;
- $R^{17a}$  is H, methyl, methoxy, -OH, F, Cl, CF<sub>3</sub>, or OCF<sub>3</sub>;
- R<sup>18</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and
- R<sup>19</sup>, at each occurrence, is independently selected from H, methyl, and ethyl.
- 26. (New) A compound according to Claim 14 of Formula (Ig):

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(Ig)



or a pharmaceutically acceptable salt thereof wherein:

 $R^3$  is  $R^4$ ,

 $R^4$  is  $C_1$ - $C_4$  alkyl substituted with 0-1  $R^{4a}$ ,  $C_2$ - $C_4$  alkenyl substituted with 0-1  $R^{4a}$ , or  $C_2$ - $C_4$  alkynyl substituted with 0-1  $R^{4a}$ ;

 ${\bf R^{4a}}$  is selected from

H, F, CF3,

 $C_3-C_6$  carbocycle substituted with 0-3  $R^{4b}$ , phenyl substituted with 0-3  $R^{4b}$ , or

- 5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>4b</sup>; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;
- $R^{4b}$ , at each occurrence, is independently selected from H, OH, Cl, F,  $NR^{15}R^{16}$ ,  $CF_3$ , acetyl,  $SCH_3$ ,  $S(=0)CH_3$ ,  $S(=0)_2CH_3$ , methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy,  $C_1-C_2$  haloalkyl, and  $C_1-C_2$  haloalkoxy;
- $R^5$  is  $C_1-C_4$  alkyl substituted with 0-1  $R^{5b}$ ;  $C_2-C_4$  alkenyl substituted with 0-1  $R^{5b}$ ;  $C_2-C_4$  alkynyl substituted with 0-1  $R^{5b}$ ;

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R<sup>5b</sup> is selected from:

H, methyl, ethyl, propyl, butyl,  $CF_3$ ,  $OR^{14}$ , =0;  $C_3$ - $C_6$  carbocycle substituted with 0-2  $R^{5c}$ ; phenyl substituted with 0-3  $R^{5c}$ ; or

- 5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>5c</sup>; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;
- $R^{5c}$ , at each occurrence, is independently selected from H, OH, Cl, F,  $NR^{15}R^{16}$ ,  $CF_3$ , acetyl,  $SCH_3$ ,  $S(=0)CH_3$ ,  $S(=0)_2CH_3$ , methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy,  $C_1-C_2$  haloalkyl, and  $C_1-C_2$  haloalkoxy;
- R<sup>10</sup> is H, C(=0)R<sup>17</sup>, C(=0)OR<sup>17</sup>;

  C<sub>1</sub>-C<sub>4</sub> alkyl optionally substituted with 0-1 R<sup>10a</sup>;

  phenyl substituted with 0-4 R<sup>10b</sup>;

  C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>10b</sup>; or

  5 to 6 membered heterocycle containing 1 to 4

  heteroatoms selected from nitrogen, oxygen, and

  sulphur, wherein said 5 to 6 membered heterocycle is

  substituted with 0-3 R<sup>10b</sup>; wherein said 5 to 6

  membered heterocycle is selected from pyridinyl,

  pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,

  pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,

  imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;
- $R^{10a}$  is selected from H, methyl, ethyl, propyl, butyl,  $OR^{14}$ , Cl, F, =0,  $NR^{15}R^{16}$ ,  $CF_3$ , or phenyl substituted with 0-4  $R^{10b}$ ;

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 $R^{10b}$ , at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, Cl, F,  $NR^{15}R^{16}$ , and  $CF_3$ ;



- Z is C<sub>1</sub>-C<sub>3</sub> alkyl substituted with 1-3 R<sup>12</sup>;
   C<sub>2</sub>-C<sub>3</sub> alkenyl substituted with 1-3 R<sup>12</sup>;
   C<sub>2</sub>-C<sub>3</sub> alkynyl substituted with 1-3 R<sup>12</sup>;
   C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>;
   C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>12b</sup>; or
   5 to 6 membered heterocycle containing 1 to 4
   heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>12b</sup>; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;
- R<sup>12</sup>, at each occurrence, is independently selected from C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>;
  C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>12b</sup>; or
  5 to 6 membered heterocycle containing 1 to 4
  heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>12b</sup>; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;
- $R^{12b}$ , at each occurrence, is independently selected from H, OH, Cl, F,  $NR^{15}R^{16}$ ,  $CF_3$ , acetyl,  $SCH_3$ ,  $S(=0)CH_3$ ,  $S(=0)_2CH_3$ , methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy,  $C_1-C_2$  haloalkyl, and  $C_1-C_2$  haloalkoxy;
- R<sup>13</sup>, at each occurrence, is independently selected from

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H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN,  $NR^{15}R^{16}$ , and  $CF_3$ ;

 $R^{14}$  is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;



- $R^{15}$ , at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;
- $R^{16}$ , at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-C(=0)-, ethyl-C(=0)-, methyl-S(=0)<sub>2</sub>-, and ethyl-S(=0)<sub>2</sub>-;
- R<sup>17</sup> is H, methyl, ethyl, propyl, butyl, methoxymethyl, ethoxymethyl, methoxyethyl, ethoxyethyl, phenyl substituted by 0-3 R<sup>17a</sup>, or -CH<sub>2</sub>-phenyl substituted by 0-3 R<sup>17a</sup>;
- $R^{17a}$  is H, methyl, methoxy, -OH, F, Cl, CF<sub>3</sub>, or OCF<sub>3</sub>;
- R<sup>18</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and
- $R^{19}$ , at each occurrence, is independently selected from H, methyl, and ethyl;

provided, when  $R^{13}$  is H, then Z is  $C_2$ - $C_3$  alkenyl substituted with 1-3  $R^{12}$ ; or  $C_2$ - $C_3$  alkynyl substituted with 1-3  $R^{12}$ . --